

Hearing Date and Time: August 18, 2009 at 9:45 a.m. (Eastern Time)
Objection Deadline: August 13, 2009 at 4:00 p.m. (Eastern Time)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	Chapter 11 Case No.:
	:	
MOTORS LIQUIDATION COMPANY, et al.	:	09-50026 (REG)
f/k/a General Motors Corp., et al.	:	
	:	
Debtors.	:	(Jointly Administered)
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**APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ENTRY OF ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF FTI CONSULTING, INC.,
AS ITS FINANCIAL ADVISOR, NUNC PRO TUNC TO JUNE 3, 2009**

The Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the Chapter 11 cases of General Motors Corporation, debtors and debtors-in-possession herein (the “**Debtors**”), submits this application (the “**Application**”) for entry of an order, pursuant to sections 328, 1103(a) and 1103(b) of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532, as amended (the “**Bankruptcy Code**”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”), authorizing the retention and employment of FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees “**FTI**”), as financial advisor to the Committee *nunc pro tunc* to June 3, 2009. In support of this Application, the Committee relies upon the declaration of Michael Eisenband (the “**Eisenband Declaration**”), which is attached hereto as Exhibit A and incorporated herein by reference, and respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b) (2). Venue of the Debtors' Chapter 11 cases and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are sections 328, 1103(a) and 1103(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a), 2016 and 5002 and Local Bankruptcy Rule 2014-1.

BACKGROUND

3. On June 1, 2009 (the "**Petition Date**"), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. On June 3, 2009, the Office of the United States Trustee for Southern District of New York, pursuant to section 1102 of the Bankruptcy Code, appointed the Committee to represent the interests of all unsecured creditors in these Chapter 11 Cases.

5. On June 3, 2009, the Committee interviewed several potential financial advisors and selected FTI as its financial advisors. Accordingly, this Application is made by the Committee for an order, pursuant to sections 328 and 1102 of the Bankruptcy Code and Bankruptcy Rule 2014, authorizing the Committee to retain FTI as its financial advisors, effective as of June 3, 2009.

6. On July 10, 2009, General Motors Company ("**New GM**"), formerly known as NGMCO, Inc. and successor-in-interest to Vehicle Acquisition Holdings LLC, completed the

acquisition of substantially all of the assets of Motors Liquidation Company (“**Old GM**”), formerly known as General Motors Corporation, and its direct and indirect subsidiaries, Saturn LLC (“**Saturn LLC**”), Saturn Distribution Corporation (“**Saturn Distribution**”) and Chevrolet-Saturn of Harlem, Inc. (“**Harlem**”, and collectively with Old GM, Saturn LLC and Saturn Distribution, the “**Sellers**”). The sale was consummated pursuant to the Amended and Restated Master Sale and Purchase Agreement, dated as of June 26, 2009, as amended (the “**Purchase Agreement**”), between Sellers and New GM. The Purchase Agreement was entered into in connection with the Sellers’ filing of voluntary petitions for relief under the Bankruptcy Code in this Court, and was completed pursuant to Section 363(b) of the Bankruptcy Code (the “**363 Sale**”) and the Order of this Court dated July 5, 2009.

RELIEF REQUESTED

7. By this Application, the Committee requests authorization to retain and employ FTI as its financial advisors in these Chapter 11 cases (the “**FTI Committee Engagement**”). Specifically, the Committee respectfully requests entry of an order pursuant to sections 328, 1103(a) and 1103(b) of the Bankruptcy Code authorizing FTI to perform those financial advisory services that will be necessary during these Chapter 11 cases as more fully described below.

SERVICES TO BE RENDERED

8. Subject to the direction of the Committee and further order of this court, the professional services to be rendered by FTI will include the following:

- a. Review and analysis of the Debtors’ sale procedures, including, but not limited to, assets and liabilities retained by the Debtors and transferred to New GM;
- b. Review and analysis of potential recoveries to unsecured creditors and related liquidation analyses;

- c. Review and analysis of cash flow budgets, including wind down costs and other transitional costs;
- d. Assistance in the review of reports or filings as required by the Bankruptcy Court or the Office of the United States Trustee, including, but not limited to, schedules of assets and liabilities, statements of financial affairs and monthly operating reports;
- e. Review of the Debtors' financial information, including, but not limited to, analyses of cash receipts and disbursements, DIP budget, wind down budget, financial statement items and proposed transactions for which Bankruptcy Court approval is sought;
- f. Evaluation of employee issues, including, but not limited to potential employee retention and severance plans, review and analysis of pension funding and related liabilities, and other union related issues;
- g. Analysis of assumption and rejection issues regarding executory contracts and leases, including, but not limited to, dealers, suppliers, and other counterparties;
- h. Validation of the Debtors' proposed restructuring or liquidation and sale plan and the business and financial condition of the Debtors generally;
- i. Advice and assistance to the Committee in negotiations and meetings with the Debtors, the banks and other lenders, the United States Treasury, Evercore Group, L.L.C., AP Services, L.L.C. and its affiliates, any other stakeholders and the financial and legal advisors for the aforementioned parties;
- j. Advice and assistance on any tax consequences of proposed sale transactions or other sale transaction;
- k. Assistance with the claims resolutions and procedures, including, but not limited to, analyses of creditors' claims by type and entity;
- l. Review and analysis of potential fraudulent transfers, including specific transaction and forensic analyses;
- m. Litigation consulting services and expert witness testimony regarding confirmation issues, avoidance actions or other matters;
- n. Review and analysis of DIP and exit financing, including collateral analysis and cash flow validation; and

- o. Other such functions as requested by the Committee or its counsel to assist the Committee in these chapter 11 cases.

9. Subject to this Court's approval of the Application, FTI is willing to serve as the Committee's financial advisors and to perform the services described above

QUALIFICATIONS OF PROFESSIONALS

10. The Committee has selected FTI as its financial advisors because of the firm's diverse experience and extensive knowledge in the field of bankruptcy.

11. The Committee needs assistance in collecting and analyzing financial and other information in relation to the Chapter 11 cases. FTI has considerable experience with rendering such services to committees and other parties in numerous Chapter 11 cases. As such, FTI is qualified to perform the work required in these cases.

DISINTERESTEDNESS OF PROFESSIONALS

12. To the best of the Committee's knowledge and based upon the Eisenband Declaration, FTI is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code.

13. To the best of the Committee's knowledge and based upon the Eisenband Declaration, FTI does not hold or represent an interest adverse to the estates with respect to the matter on which FTI will be employed, in accordance with section 1103(b) of the Bankruptcy Code.

14. To the best of the Committee's knowledge and based upon the Eisenband Declaration, (1) FTI's connections with the Debtors, creditors, any other party in interest, or their respective attorneys are disclosed at Exhibit B to the Eisenband Declaration, and (2) the FTI professionals working on this matter, to the best of their knowledge, are not relatives of the

United States Trustee of the Southern District of New York or of any known employee in the office thereof, or any United States Bankruptcy Judge of the Southern District of New York.

15. FTI has not provided, and will not provide any, professional services to the Debtors, any of the creditors, other parties-in-interest, or their respective attorneys and accountants with regard to any matter related to these Chapter 11 cases.

PROFESSIONAL COMPENSATION

16. Subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, applicable U.S. Trustee guidelines and the Local Bankruptcy Rules, FTI seeks payment for compensation as follows:

- a. From the commencement of the FTI Committee Engagement on June 3, 2009, to the date of closing of the 363 Sale¹, on an hourly basis (“**Hourly Compensation**”). FTI's customary hourly rates as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in this Application. These hourly rates are adjusted periodically.
- b. Upon expiration of the period covered by the fee arrangement in (a) above, a fixed fee of \$750,000 per month for each of the first three months and \$500,000 per month thereafter (“**Monthly Fixed Fee**”), prorated for any partial month until the Effective Date of the Plan of Reorganization or Liquidation. The Monthly Fixed Fee shall be subject to a periodic review by the Committee and FTI, and any proposed changes will be subject to Court approval.
 - i. For the periods covered by the Monthly Fixed Fee, FTI shall only be required to maintain time records for services rendered, in half hour increments.

17. In the normal course of business, FTI periodically revises its hourly rates. FTI requests that the rates listed below be revised to the hourly rates that are in effect at the time

¹ The 363 Sale closed on July 10, 2009.

services are rendered. The current normal and customary hourly rates for financial advisory services to be rendered by FTI and applicable herein are as follows²:

Level	Rates
Senior Managing Director	\$710 - \$825
Director/Managing Director	\$520 - \$685
Associate/Consultant	\$255 - \$480
Paraprofessional	\$105 - \$210

18. Additionally, FTI will be entitled to a completion fee of \$5.0 million (the “**Completion Fee**”) upon the successful wind-down of the Debtors’ estates (the “**Wind-Down**”).

The Completion Fee will be considered earned and payable in two parts, as follows:

- a. \$2.5 million upon confirmation of a Plan of Liquidation, and
- b. \$2.5 million upon receipt by unsecured creditors of not less than 70% of the equity and warrants received by Debtors as proceeds from the 363 Sale (the “**Equity and Warrants**”).

Notwithstanding the foregoing, to the extent there is insufficient liquidity in the estate to pay any portion of the Completion Fee, such amount cannot be satisfied out of the Equity and Warrants.

In such an event, the unpaid portion of the Completion Fee will be eliminated.

19. Lastly, in addition to the fees noted above, FTI is entitled to receive reimbursement of actual and necessary expenses incurred by FTI throughout the FTI Committee Engagement.

20. If the FTI Committee Engagement is terminated without cause, the full Completion Fee will be due at termination.

21. FTI intends to apply to the Court for the allowance of compensation for professional services rendered and reimbursement of expenses incurred in accordance with the

² For FTI professionals located outside of the United States, local country rates will be converted to U.S. Dollars on a monthly basis.

applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and Orders of this Court. FTI has agreed to accept as compensation such sums as may be allowed by the Court. FTI understands that interim and final fee awards are subject to approval by this Court.

INDEMNIFICATION

22. FTI and its affiliates, and their respective past, present and future directors, officers, shareholders, employees, agents and controlling persons (the “**Indemnified Parties**”), shall be indemnified and held harmless by the Debtors to the fullest extent lawful, from and against any and all losses, claims, damages or liabilities (or actions in respect thereof), joint or several, arising out of or related to the FTI Committee Engagement, any actions taken or omitted to be taken by an indemnified party in connection with FTI’s provision of services to the Committee, or any transaction or proposed transaction contemplated thereby. In addition, the Indemnified Parties shall be reimbursed for any legal or other expenses reasonably incurred by them in respect thereof at the time such expenses are incurred; provided, however, that the Debtors shall have no liability under the foregoing indemnity and reimbursement agreement for any loss, claim, damage or liability which is finally judicially determined to have resulted primarily from the willful misconduct, gross negligence, bad faith or self-dealing of any Indemnified Party.

NOTICE

23. Notice of this Application has been given to (i) the Office of the United States Trustee for the Southern District of New York, (ii) counsel for the Debtors, (iii) counsel for the Committee, and (iv) any other parties requesting notice. The Committee submits that, given the nature of the relief requested, no other or further notice of the relief requested is necessary.

24. No previous request for the relief sought herein has been made to this or any other Court.

WHEREFORE, the Committee respectfully requests that the Court enter an Order, substantially in the form attached hereto, (i) granting this Application, (ii) authorizing the Committee to retain and employ FTI as its financial advisors *nunc pro tunc* to June 3, 2009 to perform the services set forth herein, (iii) approving the indemnification as set forth in this Application, and (iv) granting such other and further relief as is just and proper.

Dated: New York, New York
August 4, 2009

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF MOTORS LIQUIDATION
COMPANY, et al.

By: /s/ David Vanaskey, Jr.
Name: David Vanaskey, Jr. for
Wilmington Trust Company, as indenture trustee
Chairman, Official Committee of Unsecured
Creditors of Motors Liquidation Company, et al.

Exhibit A

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	Chapter 11 Case No.:
	:	
MOTORS LIQUIDATION COMPANY, et al.	:	09-50026 (REG)
f/k/a General Motors Corp., et al.	:	
	:	
Debtors.	:	(Jointly Administered)
-----	X	

**DECLARATION OF MICHAEL EISENBAND IN SUPPORT OF THE APPLICATION
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ENTRY
OF AN ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF FTI
CONSULTING, INC., AS FINANCIAL ADVISOR *NUNC PRO TUNC* TO JUNE 3, 2009**

I, Michael Eisenband, hereby declare and say:

1. I am a Senior Managing Director with FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees “**FTI**”), a financial advisory services firm with numerous offices throughout the country. I submit this Declaration on behalf of FTI (the “**Eisenband Declaration**”) in support of the application (the “**Application**”) of the Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the chapter 11 cases of Motors Liquidation Company, *et al.*, (f/k/a General Motors Corp., *et al.*) the debtors and debtors-in-possession herein (collectively, the “**Debtors**”), for the entry of an order pursuant to sections 328, 1103(a) and 1103(b) of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532, as amended (the “**Bankruptcy Code**”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”), authorizing the retention and employment of FTI as financial advisor to the Committee *nunc pro tunc* to June 3, 2009, under the terms and conditions set forth in the Application.

Except as otherwise noted¹, I have personal knowledge of the matters set forth herein.

QUALIFICATIONS OF PROFESSIONALS

2. FTI is a firm offering financial advisory services to financially distressed and troubled companies and its constituents. The Committee has selected FTI as its financial advisors because of the firm's diverse experience and extensive knowledge in the field of bankruptcy. The Committee needs assistance in collecting and analyzing financial and other information in relation to the chapter 11 cases. The professionals of FTI have considerable experience with rendering such services to committees and other parties in numerous chapter 11 cases. As such, FTI is qualified to perform the work required in these cases.

SERVICES TO BE RENDERED

3. Subject to the direction of the Committee, and further order of this Court, the professional services to be rendered by FTI will include the following:

- a. Review and analysis of the Debtors' sale procedures, including, but not limited to, assets and liabilities retained by the Debtors and transferred to New GM;
- b. Review and analysis of potential recoveries to unsecured creditors and related liquidation analyses;
- c. Review and analysis of cash flow budgets, including wind down costs and other transitional costs;
- d. Assistance in the review of reports or filings as required by the Bankruptcy Court or the Office of the United States Trustee, including, but not limited to, schedules of assets and liabilities, statements of financial affairs and monthly operating reports;
- e. Review of the Debtors' financial information, including, but not limited to, analyses of cash receipts and disbursements, DIP

¹ Certain of the disclosures herein relate to matters within the personal knowledge of other professionals at FTI and are based on information provided by them.

budget, wind down budget, financial statement items and proposed transactions for which Bankruptcy Court approval is sought;

- f. Evaluation of employee issues, including, but not limited to potential employee retention and severance plans, review and analysis of pension funding and related liabilities, and other union related issues;
- g. Analysis of assumption and rejection issues regarding executory contracts and leases, including, but not limited to, dealers, suppliers, and other counterparties;
- h. Validation of the Debtors' proposed restructuring or liquidation and sale plan and the business and financial condition of the Debtors generally;
- i. Advice and assistance to the Committee in negotiations and meetings with the Debtors, the banks and other lenders, the United States Treasury, Evercore Group, L.L.C., AP Services, L.L.C. and its affiliates, any other stakeholders and the financial and legal advisors for the aforementioned parties;
- j. Advice and assistance on any tax consequences of proposed sale transactions or other sale transaction;
- k. Assistance with the claims resolutions and procedures, including, but not limited to, analyses of creditors' claims by type and entity;
- l. Review and analysis of potential fraudulent transfers, including specific transaction and forensic analyses;
- m. Litigation consulting services and expert witness testimony regarding confirmation issues, avoidance actions or other matters;
- n. Review and analysis of DIP and exit financing, including collateral analysis and cash flow validation; and
- o. Other such functions as requested by the Committee or its counsel to assist the Committee in these chapter 11 cases.

4. Subject to this Court's approval of the Application, FTI is willing to serve as the Committee's financial advisors and to perform the services described above.

DISINTERESTEDNESS AND ELIGIBILITY

5. In connection with the preparation of this Declaration, FTI conducted a review of its contacts with the Debtors, their affiliates and certain entities holding large claims against or interests in the Debtors that were made reasonably known to FTI. A listing of the parties reviewed is reflected on Exhibit A to this Declaration. FTI's review, completed under my supervision, consisted of a query of the Exhibit A parties within an internal computer database containing names of individuals and entities that are present or recent former clients of FTI. A summary of such relationships that FTI identified during this process is set forth on Exhibit B to this Declaration.

6. Based on the results of its review, and except as otherwise discussed herein, FTI does not have a relationship with any of the parties on Exhibit A in matters related to these proceedings. FTI has provided and could reasonably expect to continue to provide services unrelated to the Debtors' cases for the various entities shown on Exhibit B. None of the entities listed on Exhibit B exceeded 1.2% of FTI's annual revenue. FTI's assistance to the parties shown on Exhibit B has been related to providing various financial restructuring, litigation support and/or engineering and scientific investigation consulting services. To the best of my knowledge, except as otherwise discussed herein, no services have been provided to these parties in interest which are adverse to the rights of the Committee, nor does FTI's involvement in these cases compromise its ability to continue such consulting services.

7. On July 10, 2009, General Motors Company ("**New GM**"), formerly known as NGMCO, Inc. and successor-in-interest to Vehicle Acquisition Holdings LLC, completed the acquisition of substantially all of the assets of Motors Liquidation Company ("**Old GM**"),

formerly known as General Motors Corporation, and its direct and indirect subsidiaries, Saturn LLC (“**Saturn LLC**”), Saturn Distribution Corporation (“**Saturn Distribution**”) and Chevrolet-Saturn of Harlem, Inc. (“**Harlem**”, and collectively with Old GM, Saturn LLC and Saturn Distribution, the “**Sellers**”). The sale was consummated pursuant to the Amended and Restated Master Sale and Purchase Agreement, dated as of June 26, 2009, as amended (the “**Purchase Agreement**”), between Sellers and New GM. The Purchase Agreement was entered into in connection with the Sellers’ filing of voluntary petitions for relief under the Bankruptcy Code in this Court, and was completed pursuant to Section 363(b) of the Bankruptcy Code (the “**363 Sale**”) and the Order of this Court dated July 5, 2009.

8. FTI is engaged by Delphi Corporation (“**Delphi**”) to advise Delphi in relation to the Delphi’s ongoing Chapter 11 proceedings (the “**FTI Delphi Engagement**”). Delphi was incorporated as a wholly-owned subsidiary of the Debtors in 1998. Effective January 1, 1999 the assets and liabilities of certain businesses and divisions of the Debtors were transferred to Delphi and its subsidiaries and affiliates in accordance with the terms of a Master Separation Agreement between Delphi and the Debtors. In February 1999, Delphi commenced a public offering of 100 million shares of Delphi’s common stock and in May 1999, the Debtors distributed its equity in Delphi to holders of record of certain of the Debtors’ common stock.

9. Delphi was a supplier to and creditor of the Debtors prior to the closing of the 363 Sale. Historically, the Debtors had purchased product and provided financial support to Delphi. Subsequent to the closing of the 363 Sale we understand that New GM has assumed the Delphi contracts. We have sought to confirm our understanding with the Debtors and based upon reasonable inquiry of the Debtors professionals we understand that Delphi is no longer a

creditor of the Debtors.

10. In order to maintain the confidentiality of the client information in connection with FTI's engagement on behalf of the Committee (the "**FTI Committee Engagement**"), FTI will protect the client information through the use of its "Ethical Wall and Confidentiality Agreements" procedures. In conjunction with the foregoing, FTI has established and will maintain the following internal procedures: (i) each FTI professional on the FTI Committee Engagement ("**FTI Committee Professionals**") and the FTI Delphi Engagement ("**FTI Delphi Professionals**") shall execute a letter (a "**Confidentiality Letter**") acknowledging that he or she may receive certain nonpublic information and shall execute an Ethical Wall Agreement acknowledging that he or she is aware of the information wall in effect and will follow the information wall procedures therein; (ii) FTI Committee Professionals will not directly or indirectly share any nonpublic information generated by, received from or relating to Committee activities or Committee membership with FTI Delphi Professionals, and FTI Delphi Professionals will not directly or indirectly share any nonpublic information generated by, received from or relating to the FTI Delphi Engagement, with FTI Committee Professionals, except that a good-faith communication of publicly available information shall not be presumed to be a breach of the obligations of FTI or any FTI Committee or FTI Delphi Professionals under such information wall procedures; (iii) FTI is setting up electronic internal security walls to ensure that only FTI employees involved directly with or working on the FTI Committee Engagement may have access to the information, databases, e-mails, schedules or any other information relating to that engagement; (iv) FTI shall periodically monitor, consistent with its ordinary course compliance practice, communications through electronic means among FTI

Committee Professionals and FTI Delphi Professionals to ensure that such exchanges are performed in a manner consistent with the information wall procedures; (v) FTI shall immediately disclose to Committee counsel and the United States Trustee any material breaches of the procedures described herein. If FTI ceases to act as advisor to the Committee, it will continue to follow the procedures set forth above until a Plan of Liquidation has been confirmed in the Debtors' Chapter 11 Cases or the Chapter 11 Cases have been converted or dismissed.

11. FTI and/or its affiliates have had engagements involving the Debtors and non-Debtors affiliates, but such engagements did not pertain to these Chapter 11 proceedings, specifically:

- a. FTI's wholly owned economic consulting practice, Compass Lexicon ("**FTICL**"), was previously retained by one of the Debtors, specifically General Motors Corporation ("**GM**"), to perform damages analysis in connection with securities litigation. The securities litigation was settled prior to the bankruptcy filing of the Debtors, and a qualified settlement trust was established and funded for the benefit of impacted shareholders (the "**FTI Damages Analysis Engagement**"). In separate engagements, signed earlier this year, FTICL was retained on behalf the Debtors' US and Canadian employee profit sharing plans, both of which were shareholders of the Debtors during the relevant time period, and entitled to participate in the qualified settlement trusts. FTICL was retained to analyze and formulate their respective claims, and to review the claims determination of the administrators of the qualified settlement trusts. The fees for this work will be paid by the profit sharing plans from the claims distributions that will be received from the qualified settlement trusts. The qualified settlement trusts are not part of the Debtors' estate.
- b. FTICL was previously retained by GM in March 2009 to review potential economic issues related to a possible tender offer by GM to existing bondholders. FTICL's services were completed and billed in April 2009. FTICL received payment for these services in May 2009 in the amount of \$104,301.20.

- c. FTI is currently engaged by General Motors Acceptance Corporation, Inc. (“**GMAC**”), an affiliate of the Debtors prior to the closing of the 363 Sale, to provide restructuring advisory services in relation to certain assets of GMAC and to enhance management reporting (the “**GMAC Engagements**”). The GMAC Engagements are wholly unrelated to the restructuring of GMAC’s relationship with the Debtors. The Debtors divested their economic interest in GMAC pursuant to the 363 Sale.

12. Further, as part of its diverse practice, FTI appears in numerous cases, proceedings and transactions that involve many different professionals, including attorneys, accountants and financial consultants, who may represent claimants and parties-in-interest in the Debtors' cases. Also, FTI has performed in the past, and may perform in the future, advisory consulting services for various attorneys and law firms, and has been represented by several attorneys, law firms and financial institutions, some of whom may be involved in these proceedings. In addition, FTI has in the past, may currently and will likely in the future be working with or against other professionals involved in these cases in matters unrelated to the Debtors and these cases. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests materially adverse to the Committee herein in matters upon which FTI is to be employed, and none are in connection with these cases.

13. FTI is not believed to be a “Creditor” with respect to fees and expenses of any of the Debtors within the meaning of Section 101(10) of the Bankruptcy Code. Further, neither I nor any other member of the FTI engagement team serving this Committee, to the best of my knowledge, is a holder of any outstanding debt instruments or shares of the Debtors’ stock.

14. To the best of my knowledge, the FTI professionals working on this matter are not relatives of the United States Trustee of the Southern District of New York or of any known

employee in the office thereof, or any United States Bankruptcy Judge of the Southern District of New York.

15. As such, to the best of my knowledge, FTI does not represent any other entity having an interest adverse to the Committee in connection with this case, and therefore believes it is eligible to represent the Committee under Section 1103(b) of the Bankruptcy Code.

16. It is FTI's policy and intent to update and expand its ongoing relationship search for additional parties in interest in an expedient manner. If any new material relevant facts or relationships are discovered or arise, FTI will promptly file a Declaration Supplemental Declaration.

PROFESSIONAL COMPENSATION

17. Subject to Court approval and in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, applicable U.S. Trustee guidelines and the Local Bankruptcy Rules, FTI will seek payment for compensation as follows:

- a. From the commencement of the FTI Committee Engagement on June 3, 2009, to closing of the 363 Sale², on an hourly basis (the "**Hourly Compensation**"). FTI's customary hourly rates as charged in bankruptcy and non-bankruptcy matters of this type by the professionals assigned to this engagement are outlined in the Application. These hourly rates are adjusted periodically.
- b. Upon expiration of the period covered by the fee arrangement in (a) above, a fixed fee of \$750,000 per month for each of the first three months and \$500,000 per month thereafter ("**Monthly Fixed Fee**"), prorated for any partial month until the Effective Date of the Plan of Liquidation. The Monthly Fixed Fee shall be subject to a periodic review by the Committee and FTI, and any proposed changes will be subject to Court approval.

² The 363 Sale closed on July 10, 2009.

- i. For the periods covered by the Monthly Fixed Fee, FTI shall only be required to maintain time records for services rendered, in half hour increments.

18. Additionally, FTI will be entitled to a completion fee of \$5.0 million (the “**Completion Fee**”) upon the successful wind-down of the Debtors’ estates (the “**Wind-Down**”). The Completion Fee will be considered earned and payable in two parts, as follows:

- a. \$2.5 million upon confirmation of a Plan of Liquidation, and
- b. \$2.5 million upon receipt by unsecured creditors of not less than 70% of the equity and warrants received by Debtors as proceeds from the 363 Sale (the “**Equity and Warrants**”).

Notwithstanding the foregoing, to the extent there is insufficient liquidity in the estate to pay any portion of the Completion Fee, such amount cannot be satisfied out of the Equity and Warrants.

In such an event, the unpaid portion of the Completion Fee will be eliminated.

19. Lastly, in addition to the fees noted above, in relation to the entire period of the FTI Committee Engagement, FTI would receive reimbursement of actual and necessary expenses incurred by FTI.

20. If the FTI Committee Engagement is terminated without cause, the full Completion Fee will be due at termination.

21. To the best of my knowledge, (i) no commitments have been made or received by FTI with respect to compensation or payment in connection with these cases other than in accordance with the provisions of the Bankruptcy Code and (ii) FTI has no agreement with any other entity to share with such entity any compensation received by FTI in connection with these chapter 11 cases.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York
August 4, 2009

/s/ Michael Eisenband
Michael Eisenband

EXHIBIT A

Listing of Parties-in-Interest Reviewed for Current Relationships

<p>Debtor General Motors Corporation Chevrolet-Saturn of Harlem, Inc. Saturn Distribution Corporation Saturn, LLC</p> <p>Other Names for General Motors Corporation Automotive Market Research GM Auction Department GM Corporation GMC Truck Division NAO Fleet Operations National Car Rental National Car Sales</p> <p>Other Names for Saturn LLC GM Saturn Corporation Saturn Corporation Saturn Motor Car Corporation Saturn Corporation of Delaware</p> <p>Former GM Entities GMAC Delphi</p> <p>Debtors' Counsel Weil, Gotshal & Manges LLP</p> <p>Chairman Edward J. Whiteacre Jr.</p> <p>Debtor's Board of Directors (Current) Armando M. Codina E. Neville Isdell Eckhard Pfeiffer Erroll B. Davis, Jr. Erskine B. Bowles George M.C. Fisher John H. Bryan Karen L. Katen Kathryn V. Marinello Kent Kresa Philip A. Laskawy</p> <p>Debtor's Board of Directors (Past 3 years) E. Stanley O'Neal Ellen J. Kullman G. Richard Wagoner Jr. Jerome B. York Percy N. Barnevik</p> <p>Debtor's Corporate Officers (Current) Bo I. Andersson Carl-Peter Forster David N. Reilly Frederick A. Henderson Gary L. Cowger Maureen Kempston-Darkes Nicholas S. Cyprus Ralph J Szygenda Ray G. Young Robert A. Lutz Robert S. Osborne Thomas G. Stephens Troy A. Clarke Walter G. Borst</p> <p>Debtor's Corporate Officers (Past 3 Years) Eric A. Feldstein John M. Devine Kathleen S. Barclay Kenneth W. Cole Lawrence D. Burns Paul W. Schmidt Peter A. Bible Steven J. Harris Thomas A. Gottschalk</p> <p>Debtor's Other Key Executives and Professionals of Affiliates David W. Meline G.L. Cowger Hans-Juergen Michel James E. Taylor Jamie Ardilla Mark Hass Michael Grimaldi Nancy C. Everett</p> <p>Debtor's Significant Shareholders (Current - Top 5%) State Street Global Advisors (US)</p>	<p>Debtor's Top 25 Shareholders Barclays Global Investors Limited Barclays Global Investors, National Association BNY Mellon Wealth Management Brandes Investment Partners, L.P. Capital International Limited Capital Research and Management Company Capital Research Global Investors College Retirement Equities Fund Credit Suisse Securities (USA) LLC, Investment Arm Dodge & Cox Fidelity Management & Research Company GAMCO Asset Management, Inc. INTECH Investment Management LLC Lehman Brothers Asset Management Inc Mellon Capital Management Corporation New York State Common Retirement Fund Northern Trust Investments, N.A. RiverSource Investments, LLC Southeastern Asset Management, Inc. State Street Global Advisors, Inc. T. Rowe Price Associates, Inc. TCW Asset Management Company Tiger Management Corp Van Kampen Asset Management Vanguard Group, Inc.</p> <p>Current Members of Board of Directors of Saturn, LLC and Saturn Distribution Corporation Edward J. Toporzycki Jill A. Lajdziaik Joseph A. Chranowski Joseph G. Peter</p> <p>Former Members of Board of Directors of Saturn, LLC and Saturn Distribution Corporation (past 3 years) David W. Meline Enrico Digirolamo, Jr. Guy D. Briggs Mark E. Newman Mary M. Boland Michael A. Jackson</p> <p>Current Officers of Saturn, LLC and Saturn Distribution Corporation Adil F. Mistry Ann N. Blakney Anne T. Larin Barbara A. Lister-Tait Deanna Petkoff Deborah F. Collins Dennis J. Barber Edward J. Toporzycki Harvey G. Thomas James L. Craner Jill A. Lajdziaik John F. Minarick Jonathon C. Skidmore Keith C. Best Maurita Sutedja Niharika Ramdev Raymond Wexler Sterling J. Wesley Thomas A. Mudry Timothy G. Gorbatoff</p> <p>Former Officers of Saturn, LLC and Saturn Distribution Corporation (past 3 years) Alice M. Osburn Dennis J. Barber Enrico Digirolamo, Jr. Gail M. Smith Jill A. Lajdziaik Randolph E. Parker Robert M. Milot Roger D. Wheeler Ronald J. Haag Tia Y. Turk Timothy G. Gorbatoff</p> <p>Current Members of Board of Directors of Chevrolet-Saturn of Harlem, Inc. Thomas Doktorcik Michael Garrick Timothy J. Rinke</p> <p>Former Members of Board of Directors of Chevrolet-Saturn of Harlem, Inc. (past 3 years) Michael Mozingo Clarence E. Oliver Otis Thornton</p>
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Current Officers of Chevrolet-Saturn of Harlem, Inc. Michael Garrick Joanna R. Lopez	Official Creditors' Committee Attorneys Kramer Levin Naftalis & Frankel LLP
Former Officers of Chevrolet-Saturn of Harlem, Inc. Dawana G. Spivey Stefanie Horn	Top 100 Unsecured Creditors as of May 29, 2009 (Other than individual bondholders) A G Simpson Automotive Inc ABC Group Inc Aesop AK Steel Corp American Axle & Mfg Inc Android Industries LLC Arcelormittal Use Inc AT & T Canada Enterprises Autoliv Inc Automotive Lighting Corp BEHR Dayton Thermal Products Benteler Automotive Blue Care Network Of Michigan Blue Cross Blue Shield Borg Warner Automotive Inc Brake Parts Inc Bridgestone/Firestone Inc Bridgewater Interiors LLC Campbell Ewald Canadian Linen And Uniform Cappgemini Canada Inc Cellco Partnership Cobalt Group Inc Continental Tire Cooper Standard Automotive Crown Packaging/Polycon Industries CSX Transportation Inc Dana Corporation Delphi Denso International America Inc Deutsche Bank AG Digitas LLC Eatons / Arequip De Mexico S De RI Electronic Data Systems Emcon Technologies LLC Enterprise Rent-A-Car Exxonmobil Oil Corp Faurecia Automotive Federal Mogul Corp Fidelity Investments Flex N Gate Battle Creek Getrag Corporation Goodyear General Products Div Health Alliance Plan Healthplus Michigan Inc Henniges Automotive Hertz Hewlett Packard Canada Co Hitachi Automotive Prods HLI Operating Company Inc Hutchings Automotive Products Hutchings Automotive Products Inergy Automotive Systems USA International Automotive International Union of Electric, Salary, Machine and Furniture Workers International Union, United Automobile, Aerospace and Agricultural Implement Workers of America Isuzu Commercial Truck Of Johnson Controls LP JTEKT AUTOMOTIVE TN VONORE L & W Engineering Co Inc Lear Corporation Leo Burnett Detroit Maclaren Mccann Canada Magna Inc. Mando America Corp Maritz Inc Michelin Americas Services Mitsubishi Electric Mittal/Ispat Inland Nemak SA
Largest 50 Bondholders Advent Capital Management AIG Global Investment Group Inc. Allianz Global Investment Barclays Capital Inc. BNP Paribas Securities Corp. BNY GCM (Belgium) Calamos Advisors LLC Camden Asset Management Canyon Capital Advisers Capital Research & Management Co. Castle Creek Partners, LLC Citicorp Securities Services Inc. Citigroup Clearstream Banking Davidson Kempner Capital Management DB Platinum Advisors Deutsche Bank AG Elliott International LP Euroclear Bank Fidelity Management & Research Co. Franklin Advisers GE Asset Management Inc. Highbridge Capital Management J.P. Morgan Securities Inc. JD Capital Management JMG Capital Partners Kamunting Street Capital Management King Street Capital Management Lehman Brothers Inc. Liverpool LP Loomis Sayles & Co. LP Lord, Abbett & Co., LLC Lydian Asset Management MacKay Shields LLC Nicholas Applegate Capital Management Northern Trust Company Securities Lending Northwestern Investment Management Co. Oaktree Capital Management LLC Pacific Asset Management Pacific Investment Management Co. LLC Peoples Benefit Life Insurance Co. Polygon Investment Partners Sandelman Partners, LP Scepter Holdings Inc. UBS AG London UBS Global Asset Management (US) Inc. Wellington Management Co. LLP Whitebox Advisors LLC	
Official Creditors' Committee Members DENSO International America, Inc. Genoveva Bermudez International Union UAW Interpublic Group Inteva Products, LLC Kevin Schoenl Law Debenture Trust Company of New York Mark Buttita Paddock Chevrolet Pension Benefit Guaranty Corporation Saturn of Hempstead, Inc. Serra Chevrolet of Birmingham, Inc. The Industrial Division of Communications Workers of America, AFL-CIO United Steelworkers Wilmington Trust Company	

**Top 100 Unsecured Creditors as of May 29, 2009
(Other than individual bondholders) (continued)**

Norfolk Southern Railway
NYX Inc
Panasonic Corporation
Pilkington Na Holdings Inc
Plastic Omnium Auto
PPG Industries Inc
Remy Inc
Robert Bosch Corp
Shape Corp
Shiloh Industries Inc
SMW Automotive Corp
Starcom Media Vest Group
Superior Industries International
Temic Automotive Of North
Tenneco Inc
Textron / Kautex
The Advertising Checking Bureau
The Warranty Group Inc
TK Holdings Inc
TRW Vehicle Safety Systems
Union Pacific Railroad Co
US Steel Inc
US Treasury
Valeo Sistemas Electricos S.L.
Van Rob Stampings Inc EFT
Vanguard Car Rental USA
Yazaki North America Inc
Yorozu Automotive Tennessee
ZF Corporation

**Additional Creditors: (As disclosed in 2019 Statements filed with the
Court as of 6/5/09)**

Advics North America
Aisin Holdings of America, Inc.
AvanTech Manufacturing L.L.C.
Bestop, Inc.
Bowling Green Metalforming L.L.C.
Dealer Services Group, a division of ADP, Inc.
Decostar Industries Inc.
Dieomatic Incorporated
Drive Automotive Industries of America, Inc.
Eagle Bend Mfg. Inc.
Eastbourne Capital Management LLC
Franklin Templeton Investments
General Foods Credit Corporation
General Foods Credit Investors No. 2 Corporation
General Foods Credit Investors No. 3 Corporation
HC Queretaro SA de CV
Hitachi Automotive Products (USA), Inc.
Hitachi Cable Indiana, Inc.
Hitachi, Ltd. Automotive Systems
HNB Investment Corp.
Intertec Systems, L.L.C.
Intier Automotive Interiors of America, Inc.
JCIM US, LLC
JCIM, LLC
JMG Capital Management, LLC
Johnson Controls Seating Systems, LLC
Lacks Enterprises, Inc.
Lexamar Corporation
Magna Car Top Systems of America, Inc.
Magna Electronics, Inc.
Magna International Inc.
Magna Mirrors North America L.L.C.
Magna Mirrors of America, Inc.
Magna Powertrain of America, Inc.
Magna Powertrain USA, Inc.
Magna Seating of America, Inc.
Marada Industries Inc.
Marathon Asset Management
MPT Lansing L.L.C.
Nascote Industries, Inc.
Niles America Wintech
Norplas Industries Inc.
Phillip Morris Capital Corporation
Rhythm North America
Sabo USA
Sumitomo Electric Wiring Systems
SVE America, Inc.
Tokico (USA), Inc.

**Additional Creditors: (As disclosed in 2019 Statements filed with
the Court as of 6/5/09) (continued)**

Vehma International of America, Inc.
Visteon Corporation
Western Asset Management Company
Yorozu America Corporation

Utility Companies

AEP (Columbus Southern Power)
AEP (Indiana Michigan)
AEP (SWEPSCO)(CANTON)
Alascom INC
Allegheny Power (Potomac Ed)
Alliant Energy (WP&L)
Altoona City Authority
Ameren UE
American Fiber Systems
ANR Pipeline Co
Artesian Water Company
Ashley Lyon LLC
AT&T
AT&T Business Service
AT&T Calling Cards
AT&T Capital Services Inc
AT&T Collocation Pro Cabs
AT&T Corp.
AT&T Datacomm Inc.
AT&T Inc Legacy SBC
AT&T Teleconference
AT&T VTNS
AT&T Worldnet
AT&T Yellow Pages
Atmos Energy
Atmos Energy Marketing LLC
City of Aurora Util Dept
Austin Utilities
Baltimore Gas & Electric Co
Bay City (City of)
Bay State Gas Co
Bedford City Utilities
BellSouth
BellSouth Business Systems
BellSouth Long Distance
Berkeley Bus.Park Assocs. LC
Berkeley County Pub Svc Wt Dt
Berkeley County Pub Swr Dist
BP Canada Energy Mktg Corp
BP Energy Co USA
BP Products N America Inc
Butler Cnty Dept of Evniron
C Reiss Coal Company
California-American Water Comp
CenterPoint Energy Arkla
CenterPoint Energy Entex
CenterPoint Energy Gas Svcs
CenterPoint Energy Gas Trans
Century Telephone
Cincinnati Bell
Cincinnati Bell Telephone
Citizens Gas & Coke Utility
Citizens Thermal Energy I
City of Arlington
City of Austin Utilities
City of Baltimore
City of Beaverton
City of Brandon
City of Burbank
City of Burton
City of Charlotte
City of Cleveland
City of Columbia
City of Columbus
City of Flint
City of Fontana
City of Garland Util Svcs
City of Grand Blanc
City of Hillsboro
City of Hudson
City of Jacksonville
City of Janesville Water
City of Livonia Wtr & Sew
City of Los Angeles

Utility Companies (continued)	Utility Companies (continued)
City of Mansfield	GASMARK UGI Energy Svcs Inc
City of Mesa	Georgia Natural Gas
City of Pontiac	Georgia Power Co
City of Reno	Georgia Power Company
City of Roanoke	Grand Blanc Charter Twp
City of Romulus	Granger Electric Company
City of Saginaw Wtr & Swr	Granite
City of Shreveport	Hawaiian Telcom Inc.
City of Spring Hill	Hess Corporation
City of Sterling Heights	Illinois-American Water Comp
City of Swartz Creek	Illuminating Co
City of Thousand Oaks	Indianapolis Power & Light Co
City of Toledo	Indianapolis Water Company
City of Torrance	Jacksonville Elec Authority
City of Trenton Waterwrks	Kansas City Board Public Utils
City of Troy	Kansas Gas Service KS
City of Warren	Laclede Energy Resources Inc
City of Warren Util Svcs	Laclede Gas Company
City of Warren Water Div	Lansing Board of Wtr & Lght
City of Wixom	Lordstown Water Department
City of Wyoming	Mainstreet Real Estate
Columbia Gas of Ohio	Marion Municipal Utilities
Columbia Gas of Virginia	MCI
Columbia Gas Transmission Corp	MCI Worldcom
Columbia Pwr & Wtr Systems	Memphis Light Gas & Wtr Div
Commonwealth Edison IL	MMA Renewable Ventures Finance L/LORDS USA
ConEdison Solutions	Monroe County Water Authority
ConocoPhillips Company	Montgomery County
Consolidated	Mountaineer Gas Company
Consolidated Comm	MXenergy Inc
Consolidated Edison	National Fuel Gas Dist Corp
Constellation Eng Proj & Svc	National Fuel Resources Inc
Constellation NewEnergy	National Grid
Consumers Energy	New Castle County, DE
Coral Energy Resources LP	New Jersey-American Water Co
County of Wayne	New York Power Authority
Crown Energy Services Inc	New York State of Env Cons
Cucamonga County Water Dist.	NICOR Gas
Dayton Power & Light Co	Northeast Ohio Regnl Swr Dist
Defiance Utils Billing	Northern Indiana Pub Svc Comp
DeKalb Cnty Treasury & Accs	Northwest Natural Gas
Delmarva Power	NV ENERGY USA
Delta Charter Township	NYC Water Board
Delta Township Utils II LLC	NYSEG Solutions
Denver W/Water Managmnt Div	Ohio Edison Company
Denver Water	Oklahoma City
Detroit Brd of Wtr Comisnrs	Oklahoma Gas & Electric USA
Detroit Thermal LLC	Oklahoma Natural Gas Co USA
Dominion East Ohio	Orion Charter Township
Dominion Peoples Gas	Pacific Gas & Electric Comp
Dominion Retail Inc	Panhandle Eastern Pipe Line Co USA
Dominion Virginia Power	PECO Energy Company
DPL Energy Resources	Penn Power A First Energy Com USA
DTE Defiance LLC	Pennsylvania-American Wtr Comp
DTE Energy	PEPCO Energy Services
Duke Energy	Piedmont Natural Gas Comp
Duquesne Light Company	Portland General Electric
Duquesne Light Energy	Potomac Electric Power Comp
East Side Hoosier Propane	PSE&G
Econ Global Services	Qwest
EDS LLC	R & M Investments
Elizabethtown Gas	Reliant Energy Solutions LLC
Embarq Communications Inc	Renovar Shreveport LLC
Empire Natural Gas Corp	Sawnee Elec Membership Corp
EnergyUSA - TPC IN	Sawyer / Teco Gas
Entergy (Power & Light)	SBC
Equitable Gas Comp	SBC Internet Services
Fairpoint Communications	Seminole Energy Services
Flagg Creek Wtr Reclam. Dist	Sequent Energy Management USA
Flint TWSP Board Public Wks	Shell Energy N America (Canada)
Fontana Water Company	Shell Energy N America (US)
Forsyth County Dept of Water	Sierra Pacific Power Co
Fort Wayne City Utilities	Smart City Telecom
Frontier	Solar LLC
Frontier Corp.	Southern California Edison
Gas Recovery Systems Inc	Southern California Gas Co
Gas South	Southwest Gas Corporation

Utility Companies (continued)	Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements) (continued)
Southwestern Bell Southwestern Bell Corp. Spotsylvania (Cnty Tresur) Sprint SRP - Salt River Project St Lawrence Gas Co TDS Telecom Tennessee Valley Authority Texican Industrial Energy Time Warner Telecom Toledo Edison Company Toro Energy of Indiana LLC Toro Energy of Michigan LLC Town of Norton Town of Tonawanda Township of Falls Wtr&Swr Dept Truckee Meadows Water Auth Trumbull County Wtr & Swr Trunkline Gas Company LLC TXU Energy TXU Gas Co United REMC Van Buren Charter Township Vectren Energy Delivery Veolia Water Partners VI LLC Verizon Verizon Business Verizon Communications Village of Hinsdale Village of Ontario Warren County Wtr District Warren Rural Electric CO-OP Waterford Twp Wtr & Swr Wentzville West Bay Exploration Co West Mifflin SSA West Side Wtr Xcel Energy Ypsilanti Community Utilities Authority	Connecticut National Bank Daewoo Motor Co Ltd DDC Holdings, Inc. Defiance Energy, LLC Delaware Economic Development Authority Delta Township Utilities II, LLC Delta Township Utilities, LLC Development Authority of Fulton County Downtown Pontiac Development Company DTE Energy Services Inc DTE Moraine, LLC DTE Tonawanda LLC General Electric Capital Corporation General Motors Canada Limited GM Europe Treasury Company Government of Republic of Uzbekistan ICG Leaseback Fund I LLC Industrial Development Board of Maury County, Tennessee Isuzu Motors Limited Isuzu Motors Polska Sp. Kensington Capital Corporation LBA Realty Fund III-Company IX, LLC Maryland Economic Development Corporation Massachusetts Industrial Finance Agency Michigan Job Development Authority Michigan Strategic Fund New Jersey Economic Development Authority Newman Financial Services, Inc. Niject Services Company NS- 1500 Marquette MS, L.L.C. NS- 200 Cabot PA, L.L.C. NS- 2200 Willis Miller WI, L.L.C. NS- 608 Caperton WV, L.L.C. Ohio Water Development Authority Oklahoma Arcadian Utilities, LLC Penske Corporation PNC Leasing, LLC Porrett Investments, LLC SAAB Automobile A.B. SAAB Cars Holdings Corp. Shanghai Automotive Industry Corporation Shreveport Red River Utilities, LLC State Street Bank and Trust Company of Connecticut National Association Suntrust Leasing Corporation Suzuki Torbali Vergi Dairesi Trigen/Cinergy-USFOS of Lansing LLC Trinity River Authority of Texas U.S. Bank Trust National Association UAW Unified Government of Wyandotte County/Kansas City USFilter Water Partners VI L.L.C. VM Holdings, B.V. VM Motori, S.p.A. Acadia Parish School Board Alabama Department Of Revenue Alabama Department Of Revenue, Business Privilege Tax Unit Allen Parish School Board Arizona Dept Of Revenue Ascension Parish Assumption Parish Avoyelles Parish Baldwin County Beauregard Parish Bossier City Parish Bureau Of Corporation Taxes C/O Wachovia Bank Caddo Parish Calcasieu Parish Caldwell Parish City And County Of Denver, Dept Of Revenue City Of Abbeville City Of Aberdeen Finance Dept. City Of Alamosa City Of Arvada City Of Auburn City Of Aurora City Of Avondale City Of Baton Rouge City Of Bellevue City Of Bellingham Finance Dept. City Of Birmingham City Of Boulder, Dept Of Finance-Sales/Use Tax City Of Bowling Green City Of Bremerton, Tax & License Div City Of Brighton City Of Burien
Insurance Providers	
AAU ACE AIG AIU Allianz Aon Inc. CAN Chubb ESIS General International Limited Glencairn GMAC Re Goss Great American HSB Kln/Millennium Lexington Liberty/SafeCo Lloyds Marsh Inc. National Union National Union Fire Insurance Company of Pittsburgh Travellers Vigilant XL Gaps Zurich	
Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements)	
Air Technologies Division of Ohio Transmission Corporation Auto Facilities Real Estate Trust 2001-1 Barclays Bank of Kenya Limited Barclays Bank PLC Cabot II-FL3B01, LLC Cabot II-MA1B01, LLC Cabot II-OH1B02, LLC Cabot II-OH2B01, LLC Circle L Technology Citibank Istanbul Citibank Japan Ltd Citibank Korea Inc. Citibank N.A., Bangkok Branch Citibank N.A., Taipei Branch City of Fort Wayne, Indiana City of Indianapolis, Indiana City of Janesville, Wisconsin City of Moraine, Ohio	

Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements) (continued)

City Of Canon City
City Of Chandler
City Of Charleston City Collectors Office
City Of Colorado Springs Sales Tax Dept 2408
City Of Cortez
City Of Daphne
City Of Decatur
City Of Delta Finance Dept-Sales Tax
City Of Durango
City Of Englewood
City Of Federal Heights
City Of Flagstaff
City Of Fort Collins
City Of Fort Collins Dept Of Finance
City Of Glendale
City Of Glenwood Springs
City Of Golden
City Of Grand Junction, Sales Tax Division
City Of Greeley Sales/ Use Tax Return
City Of Gunnison
City Of Hoover
City Of Huntsville City Clerk Treasurer
City Of Issaquah
City Of Jasper
City Of La Junta
City Of Lakewood
City Of Littleton Sales/Use Tax Return
City Of Lone Tree Dept. 1882
City Of Longmont Sale/Use Tax Return
City Of Longview Finance Dept- B&O Taxes
City Of Loveland Sales Tax Admin
City Of Madison Tax Collector
City Of Mesa
City Of Mobile
City Of Montgomery
City Of Montrose
City Of New Orleans
City Of Nogales
City Of North Bend Finance Dept
City Of Olympia
City Of Pelham
City Of Pell City
City Of Peoria Tax And License S Section
City Of Portland
City Of Prattville
City Of Prescott Tax And License Office
City Of Pueblo
City Of Red Bay Sales Tax Division
City Of Scottsdale Customer Service Division
City Of Seattle Revenue & Consumer Affairs
City Of Shelton
City Of Sterling
City Of Tacoma Dept Of Finance, Tax & License Div.
City Of Tempe Tax And License Division
City Of Thornton Dept. 222
City Of Tucson, Collections
City Of Tuscaloosa
City Of Tuscumbia, Sales Tax Division
City Of Wheat Ridge
Claiborne Parish
Colbert County
Colorado Department Of Revenue, Taxpayer Service Division
Commonwealth Of Pennsylvania
Comptroller Of Maryland
Concordia Parish
Connecticut Department Of Revenue Services
Cullman County
DC Office Of Tax And Revenue
DeKalb County Revenue Dept, Sales Tax Collections
Delaware Division Of Revenue
Department Of Finance & Administration
Department Of Revenue Services State Of Connecticut
Dept Of Finance
Desoto Parish
Evangeline Parish
Everett City Clerk's Office Business Tax Div.
Florida Department Of Revenue
Franchise Tax Board
Franklin County Sales Tax Division
Franklin Parish
Georgia Department Of Revenue
Georgia Department Of Revenue Processing Center
Grant Parish
Hawaii Department Of Taxation
Iberia Parish
Iberville Parish
Illinois Department Of Revenue Retailers' Occupation Tax
Indiana Department Of Revenue
Iowa Dept. Of Revenue And Finance

Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements) (continued)

Irondale City, Revenue Dept
Jackson Parish
Jefferson County Dept Of Revenue
Jefferson Davis Parish
Jefferson Parish Sales/Use Tax Division
Kansas Department Of Revenue
Kansas Franchise Tax, Kansas Department Of Revenue
Kentucky State Treasurer, Revenue Cabinet
Lafayette Parish
Lafourche Parish
Lasalle Parish
Lincoln Parish
Livingston Parish School Board
Louisiana Department Of Revenue
Madison County Sales Tax Dept
Madison Parish
Maine Revenue Services
Massachusetts Department Of Revenue
Michigan Department Of Treasury Dept. 77003
Minnesota Department Of Revenue
Mississippi Tax Commission
Missouri Department Of Revenue
Missouri Dept. Of Revenue, Business Tax Bureau
Mobile County
Montgomery County Revenue Dept
Morehouse Parish
Morgan County
Municipality Of Caguas
Natchitoches Tax Commission
Nebraska Department Of Revenue
New Jersey Department Of Revenue
NH Dept Of Revenue Administration
North Carolina Department Of Revenue
NYS Sales Tax Processing Jaf Building
Office Of State Tax Commission
Ohio Department Of Taxation
Ohio Dept. Of Taxation, Commercial Activity Tax
Ohio Excise Tax And Assessment Unit
Oklahoma Tax Commission
Oklahoma Tax Commission Franchise Tax
Ouachita Taxation And Revenue Dept
Parish Of St. Bernard
Parish Of St. Mary
Parish Of St. Tammany
Parish Of Terrebonne
Philadelphia Department Of Revenue
Phoenix City Treasurer
Plaquemines Parish
Pointe Coupee Parish
Puerto Rico Department Of Treasury
Rapides Parish Sales Tax
Red River Tax Agency
Richland Parish Tax Commissioner
Sabine Parish
Sales Tax Division -Alatax
SC Department Of Revenue Corporation Return
Shelby County
South Carolina Department Of Revenue
South Dakota Dept Of Revenue
St. Charles Parish School Board
St. Clair County
St. John The Baptist Parish
St. Landry Parish
St. Martin Parish
State Board Of Equalization
State Of Nevada
State Of Rhode Island, Div Of Tax
State Of Washington
State Tax Commission
Tangipahoa Parish
Taxation And Revenue Department
Tennessee Department Of Revenue
Texas Comptroller
Town Of Castle Rock
Town Of Parker
Town Of Silverthorne Revenue Admin.
Town Of Windsor
Tuscaloosa County
Union Parish
Utah State Tax Commission
Vermillion Parish
Vermont Department Of Taxes
Vernon Parish
Virginia Department Of Taxation
Walker County
Washington Parish
Webster Parish
West Baton Rouge Parish
West Feliciana Parish

Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements) (continued)

West Virginia State Tax Department, Internal Auditing Division
West Virginia State Tax Dept
Winn Parish
Wisconsin Dept Of Revenue
Wyoming Dept Of Revenue, Sales And Use Tax Division
Accutiv Medical Ventures, LLC
Apollo Management, L.P.
Ascend Technology Ventures
Austin Ventures
Brantley Partners
Collier Capital Ltd.
Detroit Investment Fund
Focus Ventures
General Motors Investment Management Corporation
Geocapital Partners LLC
Metalmark Capital LLC
Nordic Capital
Quantum Energy Partners
Thomas H. Lee Partners, L.P.
Vestor Capital Partners
Vista Equity Partners
Wind Point Partners

Debtors' Joint Venture Parties

AO "AVTOVAZ"
Belgian Branch
Caterpillar Logistics Services Inc.
Caterpillar Logistics Services International NV
DRB-Hicom Berhad.
European Bank for Reconstruction and Development
FIAT – GM Powertrain B.V.
Fiat Partecipazioni S.p.A.
GAZ Joint-Stock Company
GAZ Nominee
Government of the Republic of Uzbekistan
ISPOL-IMG Holdings B.V.
Isuzu Motors Limited
JSC UzavtosanOat
Korea Development Bank
Liuzhou Automotive Transport Co.
Liuzhou Changhong Machine Manufacturing Co.
Liuzhou Mini Vehicles Factory
Liuzhou Vehicle Frame Factory
Liuzhou Wuling Automotive Co. Ltd.
OnStar Corporation
Shanghai Automotive Industry Corporation (Group)
Shanghai Automotive Industry Corporation (Group) Motor Corporation Limited
Suzuki Motor Corporation
UzDaewoo Auto Co.
Yulon Motor Company, Ltd.

Indenture Trustees (including any parties to GM municipal bond financing arrangements)

Bank General du Luxembourg S.A.
Bank of New York
Citibank, N.A.
Deutsche Bank AG London
U.S. Bank N.A.

Underwriting Investment Banks for GM's securities (for all securities issued or outstanding and for the prior 3 years, including investment banks used in private placement transactions)

ABN AMRO Rothschild LLC
Banc of America Securities LLC
Barclays Capital Inc.
Bear, Stearns & Co. Inc.
Blaylock & Company, Inc.
Citigroup Global Markets Inc.
Credit Suisse Securities (USA) LLC
Deutsche Bank Securities Inc.
Dole Securities, LLC
Goldman, Sachs & Co.
Greenwich Capital Markets, Inc.
J. P. Morgan Securities Inc.
Loop Capital Markets, LLC
Merrill Lynch
Morgan Stanley & Co. Incorporated
Muriel Siebert & Co., Inc.
Pierce, Fenner & Smith Incorporated
Samuel A. Ramirez & Co., Inc.
The Williams Capital Group, L.P.
UBS Securities LLC
Utendahl Capital Partners, L.P.

Governmental and State Regulatory Agencies

Bureau of Customs and Border Protection
California Air Resources Board (CARB)
Copyright Office
Department of Labor
Department of the Interior
Department of the Treasury
Department of Transportation
Equal Employment Opportunity Commission
Federal Trade Commission
Internal Revenue Service
Michigan Department of State Bureau of Regulatory Services
Michigan Department of Treasury
National Highway Traffic Safety Administration
National Labor Relations Board
New York State Department of Environmental Conservation
Occupational Safety and Health Review Commission
Patent & Trademark Office
Rhode Island Department of Environmental Management
Securities and Exchange Commission
Social Security Administration
U.S. Environmental Protection Agency
United States Department of Justice
Vermont Agency of Natural Resources
Vermont Department of Environmental Conservation

Secured Creditors Other Than Major Secured Lenders

AVN Air LLC
Citicorp USA, Inc.
Delta Township Utilities II, LLC
GE Corporate Financial Services
GELCO Corporation
JPMorgan Chase Bank, N.A.
United States Department of the Treasury

Term Loan Secured Lenders

Aegon Transamer MFS Hi Yld
AG Northwoods Cap IV
AG Northwoods Cap V
AG Northwoods Cap VI Ltd
AG Northwoods Cap VIII Ltd
AG Northwoods Capital VII Ltd
American Intl Group Inc.
Arch Reinsurance Ltd
Ares Enhanced LN Inv III Ltd
Ares Enhanced LN Inv IR
Ares Enhanced LN Inv STR IR-B
Ares IIIR IVR CLO Ltd
Ares IX CLO Ltd
Ares VIII CLI Ltd
Ares VIR CLO Ltd
Ares VR CLO Ltd
Ares XI CLO Ltd
Arnhold-Houston POL OFF Pen Sy
Atrium IV
Atrium V
Avenue CLO V Ltd
Avery Point CLO Ltd
Ballyrock CLO 2006-1 Ltd
Ballyrock CLO 2006-2 Ltd
Big Sky III Senior Loan TR
Bismarck CBNA Loan Funding LLC
Bk Of America, N.A.
Black Diamond CLO 2005 2
Black Diamond CLO 2005 I
Black Diamond CLO 2006-I Caymn
Blackrock BD FD Inc Hi Inc FD
Blackrock Corp Hi Yld Fd III I
Blackrock Corp Hi Yld Fd Inc
Blackrock Corp Hi Yld Fd V Inc
Blackrock Corp Hi Yld Fd VI In
Blackrock Debt Strt Fd Inc
Blackrock Div Inc Strt Fd Inc
Blackrock Emp Ret Fd City Dal
Blackrock FDS Hi Yld BD PF
Blackrock Fltg Rt Inc Strt
Blackrock Gbl Inv Ser Inc Str
Blackrock Hi Inc Shrs
Blackrock Hi Yld Tr
Blackrock Met Inv Sr Tr Hi Yld
Blackrock Mgd Ac Sr Hi Inc Pf
Blackrock Multi-Strategy Fixed
Blackrock Senior Inc Ser II
Blackrock Sr Hi Fd Inc
Blackrock Sr Inc Ser IV
Blackrock Strt Bd Tr
California State Teachers Ret

Term Loan Secured Lenders (continued)

Canadian Imperial Bk Comm
Canyon Cap Cdo 2002-1 Ltd
Carbonado LLC
Carlyle High Yield Part 2008-1
Carlyle High Yield Part IX Ltd
Castle Garden Fdg
Caterpillar Inc Mstr Pen Tr
Cellin Capital S.A. Gfufi
Chatham Light II CLO
Chatham Light III CLO Ltd
Citibank NA-NY
City Of Milwaukee Employers Re
City Of Oakland Police
Classic Cayman Bd Ltd
Classic I Loan Funding
Contl Casualty Co
Csam Syndicated Loan Fd
Cuna Mutual Ins Society
Cypress Tree Intl Ln Holding C
De-Sei Instl Inv Tr-Hi Yld Bd
De-Sei Instl Mgd Tr-Hi Yld Bd
Delaware Delchester Fd
Delaware Diversified Inc Fd
Delaware Enhanced Global Divid
Delaware Grp Eq V Div Inc Fd
Delaware High-Yield Opp Fd
Delaware Inv Div & Income Fd
Delaware Optimum Fxd Income Fd
Delaware Pooled Tr-Core PL Inc
Delaware Pooled Tr-Hi Yld Bd P
Delaware Pseg Nuc Mstr Decomm
Delaware Vip Tr Diversified In
Delaware Vip Tr Hi Yld Series
Delaware-Lincoln Vipt Bd Fd
Deutsche Bk-New York
Diamond Springs Trading LLC
Eaton Vance Cdo IX Ltd
Eaton Vance Cdo VIII Ltd
Eaton Vance Cdo X PLC
Eaton Vance Fltg Rt Inc Tr
Eaton Vance Grayson & Co
Eaton Vance Instl Sr Ln Fd
Eaton Vance Loan Opp Fd Ltd
Eaton Vance Ltd Duration Inc F
Eaton Vance Medallion Floating
Eaton Vance Senior Inc Tr
Eaton Vance Sht Dur Div Inc Fd
Eaton Vance Sr Debt Pf
Eaton Vance Sr Fltg Rt Tr
Eaton Vance Sr Inc Tr
Eaton Vance Vt Fltg Rt Inc Fd
Emerald Orchard Ltd
Employers Ins Company Of Wausa
Evergreen Core Plus Bd Fd
Evergreen Hi Yld Bd Tr
Evergreen High Income Fund
Evergreen Inc Adv Fd
Evergreen Multi-Sector Income
Evergreen Utly & Hi Inc Fd
Evergreen Va High Income Fd
Fairview Funding LLC
Fidelity Advr Sr I-Advr Hi In
Fidelity Advr Sr II-Advr Strt
Fidelity American Hi Yld Fd
Fidelity Ballyrock Clo II
Fidelity Ballyrock Clo III
Fidelity Cip LLC:Fid FI Rate
Fidelity Puritan Tr-Puritan Fd
Fidelity Sch St Tr-Strt Inc Fd
Fidelity Summer St Tr-Cap & In
Fidelity Summer St-Cap & Inc F
Fidelity Vip V Strt Inc Pf
First Tr Highland Cap Fltg Rt
Flagship CLO IV
Flagship CLO V
Flagship CLO VI
Foothill CLO I Ltd
Foothill Gr Inc
Foothill Grp Inc
Fortress Cr Invs I Ltd
Fortress Cr Invs II Ltd
Four Corners CLO II Ltd
Frt Tr 4 Cor Sr FI Rt Inc Fd 2
Fst Tr/Four Corners Sr Fltg Rt
Galaxite Master Unit Tst
GE Pen Tr
Gen Elec Cap Corp

Term Loan Secured Lenders (continued)

Genesis CLO 2007-1 Ltd
Genesis CLO 2007-2 Ltd
Global Investment Grade Credit
Golden Knight II CLO Ltd
Goldentree Ln Opp III Ltd
Goldentree Ln Opp IV Ltd
Goldman Sachs Cr Parts LP
Goldman Sachs-Abs Loans 2007 L
GPC 69 LLC
Grand Cent Asset Tr Bdc
Grand Cent Asset Tr Gsif
Grand Cent Asset Tr Wam
Grayson & Co
Gulf Stream - Sextant CLO 2007
Gulf Stream Compass CLO 2003-1
Gulf Stream-Compass CLO 2007
Harbour Town Funding LLC
Harch Clo II Ltd
Harch Clo III Ltd
Hartford-Fltg Bk Ln Sr Of Hart
Health Care Foundation Ks
Hewett's Island CLO V Ltd
Hewett's Island CLO VI Ltd
Hewetts Island CLO IV
Hewlett-Packard Co
HFR Rva Opal Master Trust
Highland Credit Opp CDO Ltd
Highland Floating Rate Fund
Highland Offshore Ptnrs LP
Highland-Pac Sel Fd Fltg Rt Ln
Himco Fltg Rt Fd
Ill Teachers Ret Sys Stpl
Illinois Municipal Retire Fund
Iowa Public Employees Retire
Ivy-Hi Inc Fd
Janus Adviser Floating Rate Hi
Jasper Funding
Jersey Street CLO, Ltd
Jp Morgan Whitefriars Inc
Katonah 2007-I CLO
Katonah III, Ltd.
Katonah IV Ltd
Kil Loan Funding LLC
L3- Lincoln Variable Ins Prods
Lincoln Natl Life Ins 12
Lincoln Natl Life Sa20
LI Rustic Canyon Funding LLC
Loan Funding XI LLC
Loan Star State Tr
Logan - Raytheon Mpt-Fltg Rate
Logan -Raytheon Mpt-Mid Grde P
Logan Cir-Russell Inv Co Multi
Logan Circ-Walt Disney Ret Pl
Logan Circle - Alameda Cty Tra
Logan Circle - Allina Healths
Logan Circle - Bechtel Corporation
Logan Circle - Fric Fixed Inco
Logan Circle - Liberty Mut Emp
Logan Circle - Ric PLC
Logan Circle - Rusilic Ruscbl
Logan Circle - Russell Multi-M
Logan Circle -Public Service E
Logan Circle Freddie Mac Fdtn
Logan Circle Peoples Enrgy Cor
Logan Circle Wis Pub Ser Pen T
Logan Circle- Sunoco Inc Mstr
Logan Circle-Raytheon Mstr Pen
Longhorn Cr Fdng LLC
Longlane Master Tr IV
Lord Abbett Inv Tr- Float Rate
Mackay Shlds Coreplusalpha Ltd
Mackay Short Duration Alpha Fd
Mackay-Ar Pub Emp Ret Sys
Madison Park Fdg III Ltd
Madison Park Fdng VI Ltd
Madison Park Funding I Ltd
Madison Park Funding II
Madison Park Funding IV Ltd
Madison Park Funding V Ltd
Marathon CLO I
Marathon CLO II Ltd
Marathon Financing I B V
Mariner LDC
Marlborough Street CLO Ltd
Mayport CLO Ltd
Mcdonnell-II State Board Inv
Meritage Fd Ltd
Merrill Lynch Cap Serv Inc
MIs Charter Inc Tr

Term Loan Secured Lenders (continued)

Mfs Fltg Rt Hi Inc Fd
Mfs Fltg Rt Inc Fd
Mfs Intermarket Inc Tr I
Mfs Intermediate High Income F
Mfs Multimarket Income Trust
Mfs Spcl VI Tr
Mfs Sr III Tr Hi Yld Opp Fd
Mfs Sr Tr III-Hi Inc Fd
Mfs Sr Tr XIII-Div Inc Fd
Mfs Tr VIII Strt Inc Fd
Mfs Var Ins Tr- Mfs Strtgc Inc
Mfs Variable Ins Tr Mfs High I
Mfs Vit II High Yeld Portolio
Mfs Vit II Strt Inc Port
Mfs-Dif-Diversified Income Fun
Microsoft Global Finance
Mo St Emp Ret Sys
Momentum Cap Fd Ltd
Morgan Stanley Sr Fd Inc
Mt Wilson CLO II Ltd
Muzinich-Spc Extrayield \$ Segr
Nash Point CLO
Nash Point CLO III B.V.
Nash Point II CLO
National City Bank
New York Life Ins GP Port Alp
New York Life Ins Co GP
Oak Hill Cr Part III
Oak Hill Cr Partnes IV
Oak Hill Credit Partners V Ltd
Oak Hill Credit Ptnrs II Ltd
Oaktree - Emp Ret Fd City Of D
Oaktree - Gen Brd Pen Hlth Bnf
Oaktree - High Yield LP
Oaktree - Intl Paper Co Comngl
Oaktree - Pac Gas & Elec Post
Oaktree Cap Mgmt-Hi Yld Tr
Oaktree Loan Fund 2x (Cay) LP
Oaktree Loan Fund, L.P.
Oaktree-Bill & Melinda Gates
Oaktree-Daimlerchrysler Corp M
Oaktree-High Yield Fd II LP
Oaktree-San Diego Cty Emp Ret
Oaktree-Tmct LCC
Obsidian Master Fd
OCM High Yield Plus Fd LP
OCM -Cent St,Se & Sw Pens Pl
OCM -IBM Personal Pens Pl
OCM -Pac Gas & Elec Comp Ret Tr
OCM -State Teach Ret Oh
OCM -Wm Pool Hlyld Fix Int Tr
Octagon Invsmt Part XI Ltd
Oevag
OHA Cap Sol Fin Offshore Ltd
OHA Cap Sol Fin Onshore Ltd
OHA Park Avenue CLO I Ltd
OHSF Financing Ltd
OHSF II Financing Ltd
Oppenheimer Sr Fltg Rt Fd
OW Fdng Ltd
Pension Inv Comm Of GM For GM
Phoenix Edge Sr Fd Multi Sect
Phoenix Edge-Multi-Sec Fix Inc
Phoenix Multisector Fx Inc Fd
Phoenix Multisector Sht Trm Bd
Phoenix Senior Floating Rt Fd
Pimco Fairway Loan Funding Co
Pimco1464-Freescale Retirement
Pimco1641-Sierra Pac Rsrcrc De
Pimco2244-Virginia Retirement
Pimco2496-Fltg Rt Inc Fd
Pimco2497-Fltg Rt Strt Fd
Pimco2603-Red River Hypi Lp
Pimco3813- Cayman Bk Ln Fd
Pimco400-Stk Plus Sub Fd B LLC
Pimco6819 Portola CLO Ltd
Pimco700-Fd Tot Rtn Fd
Pimco706-Fd Private Hi Yd Pt
Pioneer Fltg Rt Tr
Post - Royal Mail Pens Plan
Post-Va Ret System Multi Port
Primus CLO I Ltd
Primus CLO II Ltd
Princeton Rosedale CLO II Ltd
Putnam 29x-Fds Tr-Fltg Rt Inc
Putnam Bk Ln Fd (Cayman) Mstr
Pyramis Fltg Rt Hi Inc Comngl
Pyramis Hi Yld Bd Comngl Pool
Race Point II CLO

Term Loan Secured Lenders (continued)

Race Point II CLO
Race Point III CLO
Race Point IV CLO Ltd
Reams - Brd Of Pen Presbyteria
Reams - Chicago Park District
Reams - Children's Hspl Phila
Reams - Ct Gen Life Ins Co
Reams - Emp Ret Sys Of The Cit
Reams - Goldman Core Plus Fixe
Reams - Halliburton Company
Reams - Kraft Foods Master Ret
Reams - La Fire And Police
Reams - Parkview Mem Hospital
Reams - Reichhold, Inc.
Reams - Rotary Intl Foundation
Reams -San Diego Fdtn
Reams City Of Mont Al Empl Ret
Reams Ilwu Pma Pen Pln
Reams Indiana St Pol Pen Tr
Reams Indiana St Teach Ret Fd
Reams Louisiana Carp Reg Cnc P
Reams Muni Emp Ret Sys Michiga
Reams Trustees Of Indiana Univ
Reams- Columbus Core Pl
Reams- Labcorp Cash Bal Ret
Reams-Amer President Lines Ltd
Reams-Bill & Melinda Found
Reams-Bldng Trds Un Pen Tr
Reams-Carp Pen Fd II
Reams-Columbs Ext Mkt Fd Llc
Reams-Eight Dist Elec Pen Fd
Reams-Emp Ret Sys Balt Cnty
Reams-Indiana Mjr Move Cnstrct
Reams-Inter Lc Pen Fd Grphc Co
Reams-Laboratory Corp Of Us HI
Reams-Prudential Ret Ins & Ann
Reams-Santa Barbara Cnty Emp R
Reams-Sonoma Cnty Emp Ret Asso
Reams-St Luke Epis Hlth Sys Fd
Reams-The Mather Found Core Pl
Reams-Trustees Of Purdue
Reams-Univ Of Kentucky
Reams-Ventura Cnty Emp Ret Ass
RGA Reinsurance Co
Royal Bk Of Scot PLC
Sanctuary Clear Creek
Sanford Bernstein II Interm Du
Sanford Bernstein Interm Dur P
Sankaty Cr Opps Off Mtr IV LP
Sankaty High Yield Part II LP
Sankaty Hy Part III LP
Seattle City Empl Retire
Secondary Loan And Distressed
Security Invstrs-Hi Yld Fd
Sei Inst Mgd Tr Core Fxd Inc
SF-3 Segregated Portfolio
Sfr Ltd
Shinnecock CLO II Ltd
Silverado CLO 2006-I Ltd
Spiret IV Loan Trust 2003 B
Sss Fdg II, LLC
State Of Connecticut
Stoney Lane Fdng I Ltd
Talon Total Return Ptnrs LP
Talon Total Return Qp Ptnrs LP
TCW Absolute Return Credit Fd
TCW High Income Parts Ltd
TCW Sr Secured Fltg Rt Ln Fd L
TCW Sr Secured Ln Fund LP
TCW Velocity CLO
TCW -Park Avenue Ln Tr
Texas Cty & Dist Ret Sys
TMCT II LLC
Trilogy Portfolio Co LLC
Trs Svco LLC
Vitesse CLO Ltd
Vulcan Ventures Inc
Wamco 176-Va Supplemental Ret
Wamco 2357-Legg Mason Ptnrs
Wamco 3023-Virginia Ret Sys Bk
Wamco 3073-John Hancock Trst
Wamco 3074-John Hancock Fd II
Wamco Mt Wilson CLO
Wamco Mt Wilson CLO
Wamco Wstrn Asst Fltg Rt Hi In
Wamco-3131-Raytheon Master Pen
Wells - 13702900
Wells - 13823100
Wells - 14945000

Term Loan Secured Lenders (continued)

Wells - 16017000
Wells 16959701-John Hancock In
Wells Cap Mgmt - 13923601
Wells Cap Mgmt 12222133
Wells 16463700 La Dept W&Pwr Em
Wells 16959700-Jh Hi Yld
West Bend Mutual Insurance Com
XX - Agility Glb Fx Inc Mst Fd
XX - Mfs - High Yield Var Acct
XX - Sankaty Credit Opp IV LP
XX - Stichting Bedrijfstakpens
XX - Stichting Pensionfonds Me
XX - The Hartford Filing Rt Fd
XX - Wells Cap Mgmt 18866500
XX - Fidelity Canadian Asset All
XX - GMAM Investment Funds Trust
XX - Lehman Brothers First Trust
XX - Lehman Brothers High Income
XX - Neuberger Berman Income
XX - Rbc Dexia Investor Services
XX - Sg Am Ai Ec V - Ca

Credit Revolver Secured Lenders

ABN AMRO
Australia & New Zealand Bank
Banca Intesa (Intesa BCI)**
Banco Comercial Portugues
Bank of America
Bank of China
Bank of Montreal
Bank of New York
Bank of Nova Scotia
Barclays Bank
Bayerische Landesbank
BBVA (a.k.a. Banco Bilbao Vizcaya Argentaria)
Bear Stearns
BNP Paribas
BOTM
Calyon
CIBC
Citibank, N.A.
Citigroup
Citizens Savings Bank
Comerica Bank
Commerzbank AG
Credit Suisse
Deutsche Bank
Dresdner Bank
Fifth Third Bank
Fortis
Helaba (Landesbank Hessen)
HSBC
ING Bank
JP Morgan Chase
KBC Bank
Key Bank
M&T Bank
Mellon Bank
Merrill Lynch Bank
Mizuho Corporate Bank
Morgan Stanley
Nordea Bank
Northern Trust Company
RBS (Royal Bank of Scotland)
San Paolo Di Torino
SE Banken
SMBC
Societe Generale
Standard Chartered Bank
UBS AG
WestLB

Professionals Employed

ABN AMRO, Inc.
Acteon
AG Edwards Inc.
Alix Partners
Arthur Andersen
Bank of New York Mellon Corporation
Bear Stearns International Limited
Bear, Stearns & Co. Inc.
Blackstone Group L.P.
BNP Paribas
Citibank, National Association (Las Vegas, NV)
Citigroup CIB
Computershare Trust Company, NA
Cravath, Swaine & Moore LLP
Credit Suisse
Daiwa Europe (Deutschland) GmbH

Professionals Employed (continued)

Davis Polk & Wardwell
Deloitte & Touche (Deloitte Touch Tohmatsu & Deloitte LLP
Deutsche Bank Securities Inc.
Ernst & Young
Evercore Partners Inc.
Goldman Sachs Group Inc.
Goldman, Sachs & Co.
Gupton Mars
Honigman Miller Schwartz and Cohn LLP
J.P. Morgan & Co. Inc.
JPMorgan Chase & Co
Jenner & Block LLP
Jones Day
Kirkland & Ellis LLP
KPMG LLP
Mallesons Stephen Jaques
Merrill Lynch & Co., Inc.
Merrill Lynch International Limited
Merrill Lynch, Pierce, Fenner & Smith Incorporated
Morgan Stanley & Co. Incorporated
Osler, Hoskin & Harcourt LLP
Price Waterhouse Coopers
Resource Global Professionals
Richards, Layton & Finger
Stewart McKelvey Stirling Scales
W. Y. Campbell & Company
Weil, Gotshal & Manges LLP
White & Case, L.L.P.

Major Customers

AMERCO
American Creek Resources Ltd.
American DG Energy, Inc.
Asbury Automotive Group, Inc.
Asiaavto JSC
Avis Budget Car Rental, LLC
Avis Budget Group, Inc.
Barloworld Ltd.
BMW Group
Brunswick Corp.
CarMax Inc.
Casa Cuervo, S.A. de C.V.
CFAO
Coachmen Industries Inc.
Combined Motor Holdings Ltd.
Delphi Corp.
Eagle Coach Company
Europcar Groupe S.A.
Evans Halshaw Motors Ltd.
Federal Coach, LLC
GMAC LLC
Group 1 Automotive Inc.
Imperial Holdings Ltd.
Infomedia Ltd.
Insignia Group, LC
Johnson Industries, Inc.
Linamar Hungary Autóipari és Gépgyártó Nyilvánosan Működő Részvénytársaság
Lookers plc
McCarthy Motor Holdings
Next Inc.
Penske Automotive Group, Inc.
Quantum Telecom, Inc.
Residential Capital LLC
Rush Enterprises, Inc.
SAIC Motor Corporation Limited
Sense Technologies Inc.
Stakianakis SA
Signature Eyewear Inc.
Sonavox International Holdings Ltd.
Sonic Automotive Inc.
Starsauto Pte Ltd.
Stern Autobedrijven N.V. (Out of Business)
Stratstone Specialist Limited
Super Group Ltd.
Synergy Drive Bhd
The Hertz Corporation
Thor Industries Inc.
Tunas Ridean PT
United Solar Ovonic Corp.
Wallbridge Mining Co. Ltd.
WBL Corp. Ltd.
Winnebago Industries Inc.
Woods Industries Inc
XM Satellite Radio, Inc.
Zastava Grupa Vozila AD

Top 100 Suppliers

AIG Vantage Capital LP.
Al-Shreveport LLC
Aisin Seiki Co Ltd.
Allison Transmission Inc.
Alpha SA De Cv
American Axle & Mfg Holdings Inc.
Android Industries-Delta Township
AP Plasman Corp.
Arvinmeritor Inc.
Auma SA De Cv
Ballard Power Systems Inc.
Behr GmbH & Co.
Borg Warner Inc.
Bosch, Robert Stiftung GmbH
Bose Corp.
Bridgestone Corp.
Brose International GmbH
Burelle
Challenge Mfg Co.
Cloyes Gear & Products Inc.
Compagnie Generale Des Etablissements
Concord International Inc.
Continental AG
Continental Plastics Co.
Cooper-Standard Holdings Inc.
Dakota Integrated Systems LLC
Dana Holding Corp.
Delphi Corp.
Denso Corp.
Detroit Technologies Inc.
Eaton Corp.
Exedy Corp.
Fiat Spa
Flex-N-Gate Corp.
Getrag Getriebe-Und Zahnradfabrik
GKN Plc
Goodyear Tire & Rubber Co.
Grupo Antolin Irausa SA
Guardian Industries Corp.
Hayes Lemmerz International Inc.
Hella Kgaa Hueck & Co.
Henniges Automotive Holding Inc.
Hilite International Inc.
Hitachi Ltd.
HP-Pelzer Beteiligungsholding GmbH
Icahn Enterprises LP
Illinois Tool Works Inc.
Inergy Automotive Systems
International Automotive Components
J2 Management Corp.
Johnson Controls Inc.
Key Safety Systems Inc.
Kohlborg & Co LLC
L&W Inc.
Lear Corp.
Linamar Corp.
Lio Ho Machine Works Ltd.
Mahle-Stiftung GmbH
Mando Corp.
Martinrea International Inc.
Mold Masters Co.
Morgan, JP Chase & Co
Multimatic Inc.
Nippon Sheet Glass Co Ltd.
Noble International Ltd.
Nyx Inc.
Peugeot SA
Remy International Inc.
Renco Group Inc.
Sanluis Corporacion SA De Cv
Schaeffler Kg
SL Corp.
Sumitomo Electric Industries Ltd.
Textron Inc.
TI Automotive Ltd.
Timken Co. Inc.
TKJ KK
Tomkins Plc
Total SA
Toyota Industries Corp.
TRW Automotive Holdings Corp.
Valeo
Van-Rob Inc.
Visteon Corp.
Webasto Ag
Windsor Mold Inc.
Yazaki Corp.
Yorozu Corp.
Zeppelin-Stiftung

Top 100 Suppliers (continued)

ZF Lenksysteme GmbH

Strategic Alliances

123 Systems, Inc.
Apollo Tyres Ltd.
Applied Intellectual Capital
Avtor-Kholding Grupp OAO
BMW Group
Carnegie Mellon University
CNF Technologies, Inc.
Compact Power, Inc.
Daechang Forging Co., Ltd.
Daimler AG
DRB-HICOM Bhd
Duke Energy Corp.
Ford Motor Co.
Freudenberg-NOK General Partnership
GAZ Group
GMAC LLC
Hitor Group, Inc.
HSBC Finance Corp.
HSBC Financial Corp Ltd.
IF P&C Insurance Holding Ltd.
Indian Institute of Technology, Kharagpur
Mondragon Corporación Cooperativa
National Governors Association
Nicholas Financial Inc.
Ontario Power Generation Inc.
PTT Public Co. Ltd.
Rockwood Holdings Inc.
Rockwood Specialties Group Inc.
Rodale Inc.
Saudi Basic Industries Corp.
Segway, Inc.
Shanghai Automotive Industry Corporation
Shell Hydrogen B.V.
SK Telecom Co. Ltd.
State Grid Corporation of China
Thailand Automotive Industry Association
The Electric Power Research Institute, Inc.
Tóth Autó Kft
Toyota Motor Corp.
Tsinghua University
University of Ontario Institute of Technology
Uzavtosanoat JSC
Veolia Environnement SA
VeraSun Energy Corporation

Unions/Non-Debtor Parties to Collective Bargaining Agreements

IAM
IBEW
International Association of Machinists
International Brotherhood of Electrical Workers
International Union of Electronic, Electrical, Salaried, Machine and Furniture
Workes (IUE)

Major Litigation Claimants

Alex Mager
Allgood
Alliance of Automobile Manufacturers
Amico
Association of International Automobile Manufacturers
Aurelius Capital Partners LP
Barnevik
Belch
Bryant
California Attorney General
California ex rel. Lockyer
Chartrand
Delphi ERISA Litigation
EPA Region III
EPA Region V
Evans and Evans Cooling Systems, Inc
Folksam Asset Management, et al
Galliani
Goodridge
Gutzler
Henry Gluckstern
Hunter
Int'l Union
J&R Marketing
J&R Marketing, SEP
John Orr
Kenneth Stewart
Margaret George
Mary M. Brewer
New Market Vehicle Canadian Export Antitrust Litigation
OnStar Contract Litigation
Robin Salisbury

Major Litigation Claimants (continued)

Sanute
Sharon Bouth
Sidra Bell
Stanley Zieleski
Stein v. Bowles
Young

Professionals Retained by Significant Creditor Groups

Brown Rudnick
Cadwalader Wickersham and Taft LLP
Haynes & Boone LLP
Houlihan Lokey
Lazard Ltd.
Morgan, Lewis & Bockius
Otterbourg, Steindler, Houston & Rosen, P.C.
Paul, Weiss, Rifkind, Wharton & Garrison LLP
Rothschild LLP
Simpson Thacher & Bartlett LLP
Skadden, Arps, Slate, Meagher & Flom LLP
Sonnenschein Nath & Rosenthal LLP

Entities in which GM owns an equity interest (This list is based on the entities disclosed in Exhibit 21 to the 2008 10-K, a list of direct investments included in the Capital IQ Report, and the organizational charts provided by GM.)

Asia Pacific

Autohaus Anif GmbH
Chevrolet Austria GmbH
Chevrolet Belgium
Chevrolet Deutschland GmbH
Chevrolet Espana S.A.
Chevrolet Euro Parts Center B.V.
Chevrolet Europe GmbH
Chevrolet Finland OY
Chevrolet France S.A.S.
Chevrolet Italia S.p.A.
Chevrolet Nederland B.V.
Chevrolet Poland Sp. Z.O.O.
Chevrolet Portugal, LDA
Chevrolet Sales (Thailand) Ltd.
Chevrolet Southeast Europe Automobile LLC.
Chevrolet Suisse S.A.
Chevrolet Sverige AB
Chevrolet Turkiye Ticaret Ltd. Sti.
Chevrolet UK Ltd.
Daewoo Motor De Puerto Rico Inc.
Espace 328 S.A.R.L.
General Motors (China) Investment Company Ltd.
General Motors China, Inc.
General Motors (Hong Kong) Company Limited
General Motors (India) Marketing Private Limited
General Motors Asia Pacific (Japan) Limited
General Motors Asia Pacific (Pte.) Ltd.
General Motors Australia Limited
General Motors Daewoo Auto And Technology CIS
General Motors Global Industries Co. Ltd.
General Motors Holden Ltd.
General Motors Holden's Sales Pty.
General Motors India Private Limited
General Motors Japan Ltd.
General Motors Ltd.
General Motors Malaysia
General Motors New Zealand Pension Limited
General Motors New Zealand Pensions Limited
General Motors Powertrain (Thailand)
General Motors Southeast Asia Operations Limited
General Motors Taiwan Limited
General Motors Thailand Ltd.
GM Automobiles Philippines Inc.
GM Autoworld Korea Co. Ltd.
GM Autoworld Yugen Kaisha
GM Daewoo Auto & Technology Company
GM Investments Pty. Ltd.
GM Holden Investments Pty Ltd. (now called General Motors Investments Pty Ltd.
GM Korea Co. Ltd.
GM Uzbekistan
GMI Diesel Engineering Limited
Herouville Motors S.A.R.L.
Hicom Chevrolet SDN BHD
Holder's New Zealand Ltd.
LCV Platform Engineering Corp.
P.T. General Motors Autoworld
P.T. General Motors Indonesia
P.T. Mesin Indonesia
Pan Asia Technical Automotive Center Company
SAIC GM Wuling Automobile Ltd.
Shanghai General Motors Corporation
Shanghai GM (Shenyang) Norsom Motors Co. Ltd.

Asia Pacific (continued)

Shanghai GM Dongyue Motors Co. Ltd.
Shanghai GM Dongyue Powertrain
Vietnam Daewoo Motor Co. Ltd.
Yulon General Motors Co.
Yulon GM Motors Company Limited

Latin America, Africa, and Middle East

Al Mansour Automotive Sae
Boco (Proprietary) Limited
Chevrolet S.A. De Ahorra Para Fines Determinados
Dad Holdings (Pty.) Ltd.
Delmot Properties
DMC Holdings (Pty.) Ltd.
Elasto S.A.
General Motors Africa And Middle East FZE
General Motors Chile S.A.
General Motors Colmotores S.A.
General Motors De Argentina S.R.L.
General Motors Del Ecuador S.A.
General Motors Do Brasil LTDA.
General Motors East Africa Limited
General Motors Egypt S.A.E.
General Motors Inversiones Santiago
General Motors Israel
General Motors Nigeria Ltd.
General Motors Peru S.A.
General Motors South Africa
General Motors Uruguay
General Motors Venezolana C.A.
Global Logistical Services (Pty.) Ltd.
GM Factoring Sociedade De Fomento Comercial LTDA.
GM-Isuzu Camiones Colombia
GM-Isuzu Camiones Ecuador
GM- Isuzu Camiones Andinos de Colombia Limitada
GM- Isuzu Camiones Andinos del Ecuador GMICA Ecuador CIA. Ltda.
Holdcorp S.A.
Isuzu Truck South Africa (Pty) Limited
Mac International Fzco
Midas Group (Proprietary) Limited
Omnibus Bb Transportes S.A.
Plan Automotor Ecuatoriano S.A. Planautomotor
Precision Exhaust Systems
Ruedas De Aluminio C.A.
Sociedad De Compra Programada Chevrolet C.A.
Stainless Precision Components (Pty.) Ltd.
Universal Motors Israel Ltd.

Europe

Adam Opel GmbH
Aftermarket (UK) Ltd.
Aftermarket Italia S.R.L.
Amg Svenska Ab
Atk Automotive Technology Kaiserslautern GmbH
Carus Grundstucks - Mbh & Co. Object Kuno 65 KG Vermietungsgesellschaft
Carus Grundstucks - Vermietungsgesellschaft MBH & Co. Object Leo 40 KG
Caterpillar Logistics LLC
Caterpillar Logistics Supply Chain Services GMBG
Caterpillar Logistics Supply Chain Services Italia S.R.L.
EMWE B.V.
Fiat-GM Powertrain Polska Sp Z O.O.
General Motors Asset Management Limited
General Motors Auto LLC
General Motors Automotive Holdings S.L.
General Motors Belgium N.V.
General Motors Central And Eastern Europe
General Motors CIS
General Motors Coordination Center N.V.
General Motors Espana SL
General Motors Europe Holdings S.L.
General Motors Europe Holdings S.A.
General Motors Finland OY
General Motors France S.A.
General Motors Investment Services Company
General Motors Investment Trustees Ltd.
General Motors Ireland Ltd.
General Motors Italia S.R.L.
General Motors Manufacturing Poland Sp. Z O.O.
General Motors Nederland B.V.
General Motors Norden AB
General Motors Nordiska AB
General Motors Norge AS
General Motors Poland Spolka Z.O.O.
General Motors Portugal LDA.
General Motors Powertrain - Kaiserslautern Germany GmbH
General Motors Powertrain Austria GmbH
General Motors Powertrain GmbH
General Motors Powertrain Holding B.V.
General Motors Powertrain Hungary Ltd.
General Motors Powertrain Sweden AB

Europe (continued)

General Motors Strasbourg S.A.S.
General Motors Suisse S.A.
General Motors UK Limited
General Motors Uzbekistan
Global Tooling Service Company Europe Limited
GM Auslandprojekte GmbH
GM Austria GmbH
GM Automotive Services, Belgium
GM Automotive UK Limited
GM Europe A.G.
GM Europe GmbH
GM Europe Treasury Company AB
GM Global Purchasing And Supply Chain S.R.L. Romania
GM Hellas A.B.E.E.
GM Overseas Funding LLC
GM Plats (Proprietary) Limited
GM Turkiye Ltd Sirketi
GM - Avtovaz
IBC Vehicles (Distribution) Limited
IBC Vehicles Ltd
Ile De France Automobiles S.A.
Isuzu Motors Polska Sp. Z O. O.
Millbrook Proving Ground Ltd.
Opel Eisenach GmbH
Opel Live GmbH
Opel Performance Center GmbH
Opel Special Vehicles GmbH
Opel Wohnbau GmbH
Prostep AG
Randstad Worknet GmbH
Saab Automobile Investing A.B.
Saab City Ltd.
Saab Deutschland GmbH
Saab Great Britain Limited
Saab Marlow
Saab Zentrum Frankfurt
Saab-Ana I Trollhattan A.B.
Saab-Scania Canada
Vauxhall Engineering Centre Ltd.
Vnc Sub Holdings (UK) Ltd.

North America – Dealerships

Advantage Chevrolet Of Bolingbrook, Inc.
Angleton Auto Center, Inc.
Athens Chevrolet, Inc.
Beck & Masten Gulf Freeway, Inc.
Bill Osborne Chevrolet Ltd.
Britain Chevrolet, Inc.
Broome Oldsmobile, Inc.
Buick Pontiac GMC Of Moosic, Inc.
Buick-GMC Of Milford, Inc.
Cable - Dahmer Chevrolet, Inc.
Cadillac Hummer Of London Inc.
California Automotive Retailing Group, Inc.
Carnahan Chevrolet, Inc.
Champion Buick Pontiac GMC, Inc.
Champion Chevrolet, Pontiac, Buick, Inc.
Chevrolet Of Novato, Inc.
Chevrolet-Saturn Of Harlem, Inc.
Clear Lake Automotive Group, Inc.
Cloutier Pontiac Buick Ltée
Colchester Chevrolet, Inc.
Conlin Pontiac Buick GMC Ltd.
Curt Warner Chevrolet, Inc.
Danny Beck Chevrolet, Inc.
Ddh Investment North Texas, Inc.
Ddh Investment South Texas, Inc.
Dennis Jonsson Motor Products Ltd.
Desert Sun Motors Chevrolet-Oldsmobile-Cadillac, Inc.
Dinuba Auto Center, Inc.
Elk Grove Saturn Auto, Inc.
Exton Motors, Inc.
Falls Pontiac GMC, Inc.
Fernandez- GMC GMC -Pontiac Buick, Inc.
Florence Buick- GMC, Inc.
Florence Chevrolet, Inc. (Tom Gill Chevrolet)
Franklin Buick-Pontiac- GMC, Inc.
Fredericktown Chevrolet Co., Inc.
Freeborough Automotive, Inc. (Saturn Of Okemos)
Friendly Motors, Inc.
Fugère Pontiac Buick Inc.
Gema Automotive, Inc.
General Sales Company Of West Chester, Inc.
Gilroy Chevrolet Cadillac, Inc.
Golden State Motors, LLC
Grayson Motors Of Texas, Inc.
Hawaii Automotive Retailing Group, Inc.
Henderson Chevrolet, Inc.
Hmp On The Mountain

North America – Dealerships (continued)

Ile-Perrot Chevrolet Ltée
Integrity Saturn Of Chattanooga, Inc. (Saturn Of Chattanooga)
Jkars, Inc.
Joe Giacomini Chevrolet, Inc.
Joe Morgan Chevrolet Cadillac, Inc.
John H. Powell Jr. Chevrolet - Oldsmobile, Inc.
Ken Behlmann Automotive Services, Inc.
King's Mountain Chevrolet, Inc.
Lankford Buick-Pontiac- GMC, Inc.
Laplante Chev. Pontiac Buick GMC Ltd.
Las Cruces Automotive Group, Inc.
Leo Stec Saturn, Inc. (Saturn Of Chicago)
Little Rock Automotive Group (Gwatney Pbg)
Lou Sobh Cerritos Saturn, Inc.
Lou Sobh Saturn, Inc. (Saturn Of Schaumburg)
Mack Johnson Automotive, Inc. (Saturn)
Mangino Chevrolet, Inc.
Martin Saturn Of Ontario, Inc.
Metro Saab, Inc.
Milton Chevrolet, Inc. (Sobh-Locklear Chevrolet)
Moran Cadillac - GMC, Inc.
Morris Pontiac-GMC, Inc.
Motors Holding San Fernando Valley, Inc.
Muncie Chevrolet-Cadillac, Inc. (American Chevrolet Cadillac)
New Castle Automotive, Inc. (Bill Walker Chev Pontiac Buick Cadillac)
Oakland Automotive Center, Inc.
Peninsula Pontiac GMC Buick, Inc.
Plaza Chev. Olds. Pontiac Buick GMC (2003)
Poughkeepsie Chevrolet, Inc.
Prestige Saturn Of Jacksonville, Inc. (Avenues)
Puente Hills Pontiac GMC Buick, Inc.
Rancho Mirada Chevrolet, Inc.
Renton Cadillac Pontiac GMC, Inc.
Salas Automotive Group, Inc.
Salois Pontiac Buick GMC (1999) Ltée
San Francisco Multiple Dealer Holdings, Inc.
San Patricio Automotive Group, Inc.
Saturn Of Central Florida, Inc. (Orlando South)
Saturn Of Charlotte Market Area, Inc.
Saturn Of Connecticut, Inc.
Saturn Of Dartmouth Inc.
Saturn Of Raleigh Market Area, Inc.
Saturn Of Salt Lake, Inc.
Saturn Of Wilkes Barre, Inc.
Saturn Saab Of Halifax Inc.
Scott Drummond Motors Ltd.
Shawinigan Chevrolet (2003) Inc.
Signature Cadillac
Simpsonville Chevrolet, Inc.
Slaughter Motor Company, Inc.
Smokey Point Buick Pontiac GMC, Inc.
Taft Automotive, Inc.
Tampa Bay Buick, Inc.
Todd Wenzel Chevrolet, Inc.
Tracy Pontiac GMC Cadillac, Inc.
Trimarco Pontiac-Buick- GMC, Inc. (Gary Trimarco Automotive)
Tyler Motor Company, Inc.
Valley Stream Automotive, Inc.
Vanover Chevrolet, Inc.
Wallis Pontiac Buick GMC Ltd.
Washington Chevrolet, Inc.
West Haverstraw Chevrolet, Inc.
Westborough Buick-Pontiac- GMC, Inc.
Westminster Pontiac GMC Buick, Inc.
Wills Chevrolet Ltd.
Woody Folsom Automotive, Inc.

North America – Dormant

3535673 Canada Inc.
Beil Acquisition Corporation
Delphi Energy And Engine Management Systems UK Overseas Corporation
General Motors Commercial Corporation
General Motors Export Corporation
General Motors International Operations, Inc.
General Motors Receivables Corporation
GM Auto Receivables Co.
GM Car Company LLC
GM Driversite Incorporated
GM National Car International, Ltd.
GMAC Auto Lease Purchase Corporation
GMLG Ltd.
GMRH Kansas City, Inc.
GMRH Philadelphia, Inc.
GMRH Pittsburgh, Inc.
GMRH Seattle, Inc.
GMRH St. Louis, Inc.
GMRHLA, Inc.
Hec Holdings, Inc.
Koneyren, Inc.

North America – Dormant (continued)

Lidington Engineering Company, Ltd.
Manual Transmissions Of Muncie, LLC
MLS USA, Inc.
Motors Trading Corporation
New-Cen Commercial Corporation
Premier Investment Group, Inc.

North America – Holding Companies

2035208 Ontario Inc.
2140879 Ontario Inc.
Alternative Energy Services LLC
Annunciata Corporation
Auto Lease Finance Corporation
Doraville Bond Corporation
El-Mo Holding I Corporation
El-Mo Holding II Corporation
General Motors Asia Pacific Holdings, LLC
General Motors Asia, Inc.
General Motors China
General Motors Indonesia, Inc.
General Motors International Holdings, Inc.
General Motors Korea, Inc.
General Motors Nova Scotia Finance Company
General Motors Nova Scotia Investments Limited
General Motors Thailand Investments, LLC
GM APO Holdings, LLC
GM Finance Co. Holdings LLC
GM LAAM Holdings, LLC
GM Preferred Finance Co. Holdings Inc.
GMCH & Sp Private Equity II L.P.
LBK, LLC
Parkwood Holdings Ltd.
Vector SCM, LLC

North America – Joint Ventures

Aerovironment, Inc.
Andiamo Riverfront, LLC
Automotive Air Charter, Inc.
Automotive Composites Consortium
Aviation Spectrum Resources Holdings, Incorporated
Cadillac Polanco, S.A. De C.V.
Cami Automotive, Inc.
Coach Insignia LLC
Controladora Adcelco S.A. De C.V.
Controladora General Motors, S.A. De C.V.
Coskata, Inc.
Cunningham Motor Company
Dmax, Ltd.
Electric Scientific, Inc.
Electrical Wiring Component Applications Partnership
Genasys L.L.C.
General Motors De Mexico, S. De R.L. De C.V.
General Motors Isuzu Commercial Truck, LLC
Giner Electrochemical Systems, LLC
GMAC Holding S.A. De C.V.
GSI Lumonics
Low Emission Paint Consortium
Mascoma Corp.
Multiple Dealerships Holdings Of Albany, Inc.
New Cure, Inc.
New United Motor Manufacturing, Inc.
Occupational Safety Research Partnership
OEconnection LLC
OEconnection Manager Corp.
PDES, Inc.
Quantum Fuel Systems Technologies Worldwide, Inc.
Renaissance Center Management Company
Robotic Vision Systems, Inc.
Sistemas Para Automotores De Mexico, S. De R.L. De C.V.
Supercomputer Automotive Applications Partnership
Tx Holdco, LLC
United Online, Inc.
United States Automotive Materials Partnership
US Advanced Battery Consortium
Vector Scm Mexico S. Del. De Cv
XM Satellite Radio Holdings Inc.

North America – Operating Entities

3096169 Nova Scotia Co.
Argonaut Holdings, Inc.
Environmental Corporate Remediation Company, Inc.
General International Insurance Services Limited
General International Limited
General Motors Asset Management Corporation
General Motors Employees Foundation
General Motors Foundation, Inc.
General Motors Global Service Operations, Inc.
General Motors Investment Management Corporation
General Motors Of Canada Limited

North America – Operating Entities (continued)

General Motors Overseas Commercial Vehicle Corporation
General Motors Overseas Corporation
General Motors Overseas Distribution Corporation
General Motors Product Services, Inc.
General Motors Research Corporation
General Motors Trust Bank, N.A.
General Motors Trust Company
General Motors U.S. Trading Corp.
GM Eurometals, Inc.
GM GEFS L.P.
GM Global Technology Operations, Inc.
GM Global Tooling Company, Inc.
GM International Sales Ltd.
GM Overseas Funding, LLC
GM Personnel Services, Inc.
GM Preferred Receivables Corporation
GM Technologies, LLC
GMAC Auto Lease Payment Corp.
GMAC LLC
GMAM Real Estate I, LLC
GM-DI Leasing Corporation
GMOC Administrative Services Corporation
Grand Pointe Holdings, Inc.
HRL Laboratories LLC
Hydrogenics Corporation
Metal Casting Technology, Inc.
Motor Enterprises, Inc.
National Motors Bank FSB
NJDO/GMAM Core Plus Real Estate Investment Program, L.P.
NJDO/GMAM Opportunistic Real Estate Investment Program, L.P.
NJDO/GMAM High Grade Partners II, L.P.
North American New Cars, Inc.
Onstar Canada Corporation
PIMS Co.
Remediation And Liability Management Company, Inc.
Riverfront Development Corporation
Riverfront Holdings III, Inc.
Riverfront Holdings Phase II, Inc.
Riverfront Holdings, Inc.
Saab Cars Holdings Overseas Corp.
Saturn County Bond Corporation
Truck And Bus Engineering U.K., Limited
WRE, Inc.

North America - SVP

1908 Holdings Ltd.
3183795 Nova Scotia ULC
Brazauto Trading (Cayman) Limited
Carve-Out Ownership Cooperative LLC
El-Mo Leasing II Corporation
El-Mo Leasing III Corporation
El-Mo-Mex, Inc.
Facilities Real Estate LLC
Facilities Real Estate Trust
General Motors Foreign Sales Corporation
General Motors Trade Receivables LLC
GM Facilities Trust
GM GEFS Holdings (Chc4) ULC
GM GEFS Holdings Canada ULC
GMODC Receivables Funding LLC
GMODC Trade Receivables LLC
Lease Ownership Cooperative LLC
Monetization Of Carve-Out, LLC

Miscellaneous

Adcelco, Inc.
Aisin GM Allison Co., Ltd.
Asheville Chevrolet, Inc.
Cadillac Motor Div Area
Chevrolet Sociedad Anonima De Ahorro Para Fines Determinados
CJSC GM-Avtovaz
Cobb Parkway Chevrolet, Inc.
Elgin Pontiac GMC Inc
Garcadia
General Motors Acceptance Corporation Of Canada, Limited
General Motors Automotive
General Motors Capital Trust D
General Motors Capital Trust G
General Motors Chile S.A., Industria Automotriz
General Motors Coordination Center BVBA
General Motors Corporation, Medium Duty Truck Business
General Motors Europe
General Motors Europe AG
General Motors France
General Motors Hellas S.A.
General Motors Holding Espana, S.A.
General Motors Importaktiebolag
General Motors India Marketing Private Limited
General Motors Isuzu Diesel Engineering Limited K.K.

Miscellaneous (continued)

General Motors North America
General Motors Romania
General Motors South Africa (Pty.) Limited
General Motors Southeast Europe
General Motors Uruguay, S.A.
General Motors Warehousing And Trading (Shanghai) Co. Ltd.
Glendora Chevrolet
GM Asset Management (UK) Limited
GM Auslandsprojekte GmbH
GM Canada GEFSHolding Corporation
GM China Group
GM Defense
GM Imports & Trading Ltd.
GM India Science Laboratory
GM Inversions Santiago Limitada
GM Latin America, Africa, Middle East
GM Powertrain Europe
GM Powertrain Group General Motors Corp.
GM Powertrain LTDA.
GM Preferred Receivables LLC
GM Purchasing Vauxhall UK Limited
GM Worldwide Purchasing Austria GmbH
GM Worldwide Purchasing Do Brasil Ltda
GMAC
GMAC Banque
GMAC Commercial Credit (Holdings) Limited
GMEH Holding, LLC
GMETR Trade Receivables LLC
GMI Diesel Engineering Limited K.K.
Guzman, Ernie Pontiac GMC Truck Inc
Hicomobil SDN BHD.
Holiday Saturn, Inc
Hughes Aircraft Company
Integon Re (Barbados), Limited
Isuzu - General Motors Australia Limited
Japan Autoweb Services K.K.
Leucadia National Corp.
Millbrook Pension Management Limited
New Rochelle Chevrolet Inc
OnStar Global Services Corporation
OnStar, LLC
Opel Belgium NV
Opel Portugal - Comercio E Industria De Veiculos SA
P.T. GM Autoworld Indonesia
PT General Motors Indonesia
Saab Ab (Om:Saab B)
Saab Automobili Italia S.R.L.
Shanghai General Motors Co. Ltd.
Simi Valley Pontiac, GMC, Buick, Inc
Sistemas De Compra Programada Chevrolet, CA
Société De Crédit Commercial GMAC-Canada
Tai Jin International Automotive Distribution Co., Ltd.
Ultimate Pontiac Buick GMC Inc
Vector SCM Asia Pacific Pte. Ltd.
Vector SCM Australia Pty. Ltd.
Vector SCM Mexico S. de R.L. de CV
Vector SCM Shanghai Co., Ltd.
Vector SCM, GmbH
Yorba Linda Chevrolet-Geo, Inc
Yukon Chevrolet Inc

Judges for the United States Bankruptcy Court for the Southern District of New York

Chief Judge Stuart M. Bernstein
Judge Prudence C. Beatty
Judge Robert D. Drain
Judge Robert E. Gerber
Judge Martin Glenn
Judge Arthur J. Gonzalez
Judge Allan L. Gropper
Judge Adlai S. Hardin
Judge Burton R. Lifland
Judge James M. Peck
Judge Cecelia G. Morris

United States Trustees for the Southern District of New York

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Linda A. Riffkin
Tracy Hope Davis
Abigail Rodriguez
Calletha Brooks
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Marilyn Felton
Myrna R. Fields
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Paul K. Schwartzberg
Sylvester Sharp
Hector Soto
Andy Velez-Rivera
Greg M. Zipes

EXHIBIT B

Parties-in-Interest Noted for Court Disclosure

Debtor	General Motors Corporation
Other Names for General Motors Corporation	GM Corporation National Car Rental
Former GM Entities	GMAC Delphi
Debtors' Counsel	Weil, Gotshal & Manges LLP
Chairman	Edward J. Whiteacre Jr.
Debtor's Board of Directors (Current)	Armando M. Codina Karen L. Katen
Debtor's Board of Directors (Past 3 years)	G. Richard Wagoner Jr. Jerome B. York
Debtor's Corporate Officers (Current)	Gary L. Cowger Walter G. Borst
Debtor's Corporate Officers (Past 3 Years)	Eric A. Feldstein John M. Devine
Debtor's Other Key Executives and Professionals of Affiliates	G.L. Cowger
Debtor's Significant Shareholders (Current - Top 5%)	State Street Global Advisors (US)
Debtor's Top 25 Shareholders	Barclays Global Investors Limited Barclays Global Investors, National Association BNY Mellon Wealth Management Brandes Investment Partners, L.P. Capital International Limited College Retirement Equities Fund Credit Suisse Securities (USA) LLC, Investment Arm Dodge & Cox Lehman Brothers Asset Management Inc Mellon Capital Management Corporation New York State Common Retirement Fund Northern Trust Investments, N.A. RiverSource Investments, LLC Southeastern Asset Management, Inc. State Street Global Advisors, Inc. T. Rowe Price Associates, Inc. TCW Asset Management Company Tiger Management Corp Van Kampen Asset Management
Largest 50 Bondholders	AIG Global Investment Group Inc. Barclays Capital Inc. BNY GCM (Belgium) Calamos Advisors LLC Capital Research & Management Co. Citicorp Securities Services Inc. Citigroup Davidson Kempner Capital Management Deutsche Bank AG Elliott International LP Euroclear Bank Fidelity Management & Research Co. Franklin Advisers GE Asset Management Inc. Highbridge Capital Management J.P. Morgan Securities Inc.

Largest 50 Bondholders (continued)	<p>Kamunting Street Capital Management King Street Capital Management Lehman Brothers Inc. Liverpool LP Loomis Sayles & Co. LP Lord, Abbett & Co., LLC MacKay Shields LLC Nicholas Applegate Capital Management Northwestern Investment Management Co. Oaktree Capital Management LLC Pacific Asset Management Pacific Investment Management Co. LLC Polygon Investment Partners Sandelman Partners, LP Scepter Holdings Inc. UBS AG London UBS Global Asset Management (US) Inc. Wellington Management Co. LLP Whitebox Advisors LLC</p>
Official Creditors' Committee Members	<p>DENSO International America, Inc. Law Debenture Trust Company of New York Pension Benefit Guaranty Corporation The Industrial Division of Communications Workers of America, AFL-CIO United Steelworkers Wilmington Trust Company</p>
Official Creditors' Committee Attorneys	<p>Kramer Levin Naftalis & Frankel LLP</p>
Top 100 Unsecured Creditors as of May 29, 2009 (Other than individual bondholders)	<p>ABC Group Inc AK Steel Corp American Axle & Mfg Inc Autoliv Inc Automotive Lighting Corp Benteler Automotive Blue Care Network Of Michigan Blue Cross Blue Shield Borg Warner Automotive Inc Brake Parts Inc Bridgestone/Firestone Inc Cellco Partnership Cobalt Group Inc Cooper Standard Automotive CSX Transportation Inc Dana Corporation Delphi Denso International America Inc Deutsche Bank AG Electronic Data Systems Enterprise Rent-A-Car Exxonmobil Oil Corp Federal Mogul Corp Fidelity Investments Getrag Corporation Health Alliance Plan Henniges Automotive Hertz Hitachi Automotive Prods International Automotive</p>

Top 100 Unsecured Creditors as of May 29, 2009 (Other than individual bondholders) (continued)	<p>International Union, United Automobile, Aerospace and Agricultural Implement Workers of America Johnson Controls LP L & W Engineering Co Inc Lear Corporation Magna Inc. Maritz Inc Mitsubishi Electric Mittal/Ispat Inland Nemak SA Norfolk Southern Railway NYX Inc Panasonic Corporation PPG Industries Inc Robert Bosch Corp Shiloh Industries Inc Starcom Media Vest Group Temic Automotive Of North Tenneco Inc Textron / Kautex Union Pacific Railroad Co US Steel Inc US Treasury Vanguard Car Rental USA</p>
Additional Creditors: (As disclosed in 2019 Statements filed with the Court as of 6/5/09)	<p>Franklin Templeton Investments Hitachi Automotive Products (USA), Inc. Hitachi, Ltd. Automotive Systems Magna International Inc. Marathon Asset Management Tokico (USA), Inc. Visteon Corporation Western Asset Management Company</p>
Utility Companies	<p>AEP (Columbus Southern Power) Allegheny Power (Potomac Ed) Alliant Energy (WP&L) Ameren UE American Fiber Systems ANR Pipeline Co AT&T AT&T Corp. AT&T Teleconference AT&T Worldnet Atmos Energy Atmos Energy Marketing LLC Baltimore Gas & Electric Co Bedford City Utilities BellSouth BellSouth Long Distance BP Canada Energy Mktg Corp BP Energy Co USA BP Products N America Inc California-American Water Comp CenterPoint Energy Arkla CenterPoint Energy Entex CenterPoint Energy Gas Trans Century Telephone Cincinnati Bell Cincinnati Bell Telephone Citizens Gas & Coke Utility City of Baltimore Columbia Gas of Ohio</p>

Utility Companies (continued)

Columbia Gas Transmission Corp
Commonwealth Edison IL
ConocoPhillips Company
Consolidated
Consolidated Edison
Constellation NewEnergy
Consumers Energy
Coral Energy Resources LP
County of Wayne
Dayton Power & Light Co
Delta Charter Township
Denver Water
Dominion East Ohio
Dominion Virginia Power
DPL Energy Resources
DTE Energy
Duke Energy
EDS LLC
Elizabethtown Gas
Embarq Communications Inc
Empire Natural Gas Corp
EnergyUSA - TPC IN
Entergy (Power & Light)
Equitable Gas Comp
Fairpoint Communications
Frontier
Frontier Corp.
Georgia Natural Gas
Georgia Power Co
Granite
Hawaiian Telcom Inc.
Hess Corporation
Indianapolis Power & Light Co
Jacksonville Elec Authority
Kansas Gas Service KS
Laclede Gas Company
MCI
MCI Worldcom
Memphis Light Gas & Wtr Div
Monroe County Water Authority
National Grid
New Jersey-American Water Co
New York Power Authority
NICOR Gas
Northern Indiana Pub Svc Comp
Northwest Natural Gas
NV ENERGY USA
Ohio Edison Company
Oklahoma Gas & Electric USA
Oklahoma Natural Gas Co USA
Pacific Gas & Electric Comp
PECO Energy Company
Pennsylvania-American Wtr Comp
Piedmont Natural Gas Comp
Portland General Electric
Potomac Electric Power Comp
PSE&G
Qwest
Reliant Energy Solutions LLC
SBC
SBC Internet Services
Seminole Energy Services
Shell Energy N America (US)
Sierra Pacific Power Co
Solar LLC
Southern California Edison
Southern California Gas Co
Southwest Gas Corporation
Southwestern Bell

Utility Companies (continued)	Sprint SRP - Salt River Project Time Warner Telecom Toledo Edison Company Trunkline Gas Company LLC TXU Energy TXU Gas Co Vectren Energy Delivery Verizon Verizon Communications Xcel Energy
Insurance Providers	Chubb ESIS General International Limited GMAC Re Goss Great American Lexington Lloyds Marsh Inc. National Union National Union Fire Insurance Company of Pittsburgh Vigilant Zurich
Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements)	Barclays Bank of Kenya Limited Barclays Bank PLC Citibank Istanbul Citibank Japan Ltd Citibank Korea Inc. Citibank N.A., Bangkok Branch Citibank N.A., Taipei Branch Daewoo Motor Co Ltd General Electric Capital Corporation General Motors Canada Limited GM Europe Treasury Company Isuzu Motors Limited Isuzu Motors Polska Sp. Kensington Capital Corporation Maryland Economic Development Corporation Michigan Strategic Fund Ohio Water Development Authority Penske Corporation SAAB Automobile A.B. SAAB Cars Holdings Corp. State Street Bank and Trust Company of Connecticut National Association Suzuki U.S. Bank Trust National Association UAW Arizona Dept Of Revenue Ascension Parish Assumption Parish Avoyelles Parish Baldwin County Beauregard Parish C/O Wachovia Bank Caddo Parish Calcasieu Parish Caldwell Parish City Of Abbeville City Of Auburn City Of Aurora City Of Bellevue City Of Birmingham City Of Bowling Green City Of Brighton City Of Canon City

Counterparties to Major Contracts (financing agreements, executory contracts, leases, and other agreements) (continued)	City Of Chandler City Of Daphne City Of Decatur City Of Englewood City Of Fort Collins City Of Glendale City Of Golden City Of Jasper City Of Lakewood City Of Mesa City Of Olympia City Of Portland Claiborne Parish Colbert County Commonwealth Of Pennsylvania Connecticut Department Of Revenue Services Cullman County Delaware Division Of Revenue Department Of Finance & Administration Dept Of Finance Desoto Parish Evangeline Parish Florida Department Of Revenue Franchise Tax Board Georgia Department Of Revenue Indiana Department Of Revenue Massachusetts Department Of Revenue Minnesota Department Of Revenue Mississippi Tax Commission Missouri Department Of Revenue Morgan County Nebraska Department Of Revenue NYS Sales Tax Processing Jaf Building Ohio Department Of Taxation Oklahoma Tax Commission Plaquemines Parish Puerto Rico Department Of Treasury South Dakota Dept Of Revenue State Board Of Equalization State Of Nevada State Of Washington State Tax Commission Tennessee Department Of Revenue Texas Comptroller Tuscaloosa County Utah State Tax Commission Vermont Department Of Taxes Virginia Department Of Taxation West Virginia State Tax Dept Wisconsin Dept Of Revenue Apollo Management, L.P. General Motors Investment Management Corporation Thomas H. Lee Partners, L.P. Vista Equity Partners Wind Point Partners
Debtors' Joint Venture Parties	Caterpillar Logistics Services Inc. Government of the Republic of Uzbekistan Isuzu Motors Limited OnStar Corporation Suzuki Motor Corporation
Indenture Trustees (including any parties to GM municipal bond financing arrangements)	Bank of New York Citibank, N.A. Deutsche Bank AG London U.S. Bank N.A.
Underwriting Investment Banks for GM's securities (for all securities issued or outstanding and for the prior 3 years, including investment banks used in private placement transactions)	ABN AMRO Rothschild LLC Banc of America Securities LLC Barclays Capital Inc.

Underwriting Investment Banks for GM's securities (for all securities issued or outstanding and for the prior 3 years, including investment banks used in private placement transactions) (continued)	<p>Bear, Stearns & Co. Inc. Citigroup Global Markets Inc. Credit Suisse Securities (USA) LLC Deutsche Bank Securities Inc. Goldman, Sachs & Co. Greenwich Capital Markets, Inc. J. P. Morgan Securities Inc. Merrill Lynch Morgan Stanley & Co. Incorporated Pierce, Fenner & Smith Incorporated Samuel A. Ramirez & Co., Inc. The Williams Capital Group, L.P. UBS Securities LLC Utendahl Capital Partners, L.P.</p>
Governmental and State Regulatory Agencies	<p>California Air Resources Board (CARB) Department of Labor Department of the Interior Department of the Treasury Department of Transportation Equal Employment Opportunity Commission Federal Trade Commission Internal Revenue Service Michigan Department of Treasury National Labor Relations Board Rhode Island Department of Environmental Management Securities and Exchange Commission U.S. Environmental Protection Agency United States Department of Justice</p>
Secured Creditors Other Than Major Secured Lenders	<p>Citicorp USA, Inc. GE Corporate Financial Services GELCO Corporation JPMorgan Chase Bank, N.A.</p>
Term Loan Secured Lenders	<p>Aegon Transamer MFS Hi Yld American Intl Group Inc. Arch Reinsurance Ltd Ares Enhanced LN Inv IR Ares IIIR IVR CLO Ltd Ares IX CLO Ltd Ares VIII CLI Ltd Ares VIR CLO Ltd Ares VR CLO Ltd Ares XI CLO Ltd Atrium IV Atrium V Avenue CLO V Ltd Avery Point CLO Ltd Ballyrock CLO 2006-1 Ltd Ballyrock CLO 2006-2 Ltd Big Sky III Senior Loan TR Bk Of America, N.A. Black Diamond CLO 2005 I Black Diamond CLO 2006-I Caymn Blackrock BD FD Inc Hi Inc FD Blackrock Corp Hi Yld Fd III I Blackrock Corp Hi Yld Fd Inc Blackrock Corp Hi Yld Fd V Inc Blackrock Corp Hi Yld Fd VI In Blackrock Debt Strt Fd Inc Blackrock Div Inc Strt Fd Inc Blackrock Fltg Rt Inc Strt Blackrock Senior Inc Ser II Blackrock Sr Inc Ser IV Canadian Imperial Bk Comm Canyon Cap Cdo 2002-1 Ltd Castle Garden Fdg Chatham Light II CLO</p>

Term Loan Secured Lenders (continued)

Chatham Light III CLO Ltd
Citibank NA-N Y
Contl Casualty Co
Csam Syndicated Loan Fd
Cuna Mutual Ins Society
Cypress Tree Intl Ln Holding C
Delaware Delchester Fd
Eaton Vance Cdo IX Ltd
Eaton Vance Cdo VIII Ltd
Eaton Vance Cdo X PLC
Eaton Vance Fltg Rt Inc Tr
Eaton Vance Instl Sr Ln Fd
Eaton Vance Loan Opp Fd Ltd
Eaton Vance Ltd Duration Inc F
Eaton Vance Medallion Floating
Eaton Vance Sht Dur Div Inc Fd
Eaton Vance Sr Fltg Rt Tr
Eaton Vance Sr Inc Tr
Eaton Vance Vt Fltg Rt Inc Fd
Emerald Orchard Ltd
Fairview Funding LLC
Fidelity Puritan Tr-Puritan Fd
First Tr Highland Cap Fltg Rt
Flagship CLO IV
Flagship CLO V
Flagship CLO VI
Foothill CLO I Ltd
Foothill Gr Inc
Foothill Grp Inc
Fortress Cr Invs I Ltd
Fortress Cr Invs II Ltd
Galaxite Master Unit Tst
Genesis CLO 2007-1 Ltd
Genesis CLO 2007-2 Ltd
Goldman Sachs Cr Parts LP
Goldman Sachs-Abs Loans 2007 L
GPC 69 LLC
Grand Cent Asset Tr Bdc
Grand Cent Asset Tr Gslf
Grand Cent Asset Tr Wam
Grayson & Co
Harbour Town Funding LLC
Hewett's Island CLO V Ltd
Hewetts Island CLO IV
Hewlett-Packard Co
Highland Floating Rate Fund
Highland Offshore Ptrns LP
Iowa Public Employees Retire
Jersey Street CLO, Ltd
Jp Morgan Whitefriars Inc
Katonah III, Ltd.
Katonah IV Ltd
Kil Loan Funding LLC
Loan Funding XI LLC
Loan Star State Tr
Logan Circle - Alameda Cty Tra
Madison Park Fdg III Ltd
Madison Park Funding I Ltd
Madison Park Funding II
Marathon CLO I
Mariner LDC
Marlborough Street CLO Ltd
Mayport CLO Ltd
Merrill Lynch Cap Serv Inc
Mfs Fltg Rt Hi Inc Fd
Mfs Fltg Rt Inc Fd
Mfs Intermarket Inc Tr I
Mfs Intermediate High Income F
Mfs Spcl VI Tr

Term Loan Secured Lenders (continued)

Mfs Sr III Tr Hi Yld Opp Fd
Mfs Variable Ins Tr Mfs High I
Mfs Vit II High Yeld Portolio
Mfs-Dif-Diversified Income Fun
Morgan Stanley Sr Fd Inc
Nash Point CLO
Nash Point CLO III B.V.
National City Bank
Oak Hill Credit Partners V Ltd
Oaktree-Bill & Melinda Gates
Obsidian Master Fd
OCM High Yield Plus Fd LP
Octagon Invsmt Part XI Ltd
OHA Park Avenue CLO I Ltd
OHSF Financing Ltd
OHSF II Financing Ltd
Phoenix Edge-Multi-Sec Fix Inc
Pimco Fairway Loan Funding Co
Pimco2496-Fltg Rt Inc Fd
Pimco2497-Fltg Rt Strt Fd
Pimco3813- Cayman Bk Ln Fd
Pimco6819 Portola CLO Ltd
Pimco706-Fd Private Hi Yd Pt
Primus CLO I Ltd
Primus CLO II Ltd
Race Point III CLO
Race Point IV CLO Ltd
Reams-Prudential Ret Ins & Ann
RGA Reinsurance Co
Sankaty High Yield Part II LP
Sankaty Hy Part III LP
Secondary Loan And Distressed
Sf-3 Segregated Portfolio
Silverado CLO 2006-I Ltd
State Of Connecticut
Talon Total Return Ptnrs LP
Talon Total Return Qp Ptnrs LP
TCW Absolute Return Credit Fd
Trilogy Portfolio Co LLC
Vitesse CLO Ltd
Vulcan Ventures Inc
Wells - 13702900
Wells - 13823100
Wells - 14945000
Wells - 16017000
Wells 16959701-John Hancock In
Wells Cap Mgmt - 13923601
Wells Cap Mgmt 12222133
Wells 16463700 La Dept W&Pwr Em
Wells 16959700-Jh Hi Yld
West Bend Mutual Insurance Com
XX - Mfs - High Yield Var Acct
XX - Wells Cap Mgmt 18866500
XX -Lehman Brothers First Trust
XX -Lehman Brothers High Income

Credit Revolver Secured Lenders

ABN AMRO
Australia & New Zealand Bank
Banca Intesa (Intesa BCJ)**
Bank of America
Bank of China
Bank of Montreal
Bank of New York
Bank of Nova Scotia
Barclays Bank
Bayerische Landesbank
BBVA (a.k.a. Banco Bilbao Vizcaya Argentaria)
Bear Stearns
BNP Paribas

Credit Revolver Secured Lenders (continued)	<p> Calyon CIBC Citibank, N.A. Citigroup Comerica Bank Commerzbank AG Credit Suisse Deutsche Bank Dresdner Bank Fifth Third Bank Fortis Helaba (Landesbank Hessen) HSBC ING Bank JP Morgan Chase KBC Bank Key Bank M&T Bank Mellon Bank Merrill Lynch Bank Mizuho Corporate Bank Morgan Stanley Nordea Bank Northern Trust Company RBS (Royal Bank of Scotland) SE Banken SMBC Societe Generale Standard Chartered Bank UBS AG WestLB </p>
Professionals Employed	<p> ABN AMRO, Inc. AG Edwards Inc. Alix Partners Arthur Andersen Bank of New York Mellon Corporation Bear Stearns International Limited Bear, Stearns & Co. Inc. Blackstone Group L.P. BNP Paribas Citibank, National Association (Las Vegas, NV) Citigroup CIB Cravath, Swaine & Moore LLP Credit Suisse Davis Polk & Wardwell Deloitte & Touche (Deloitte Touch Tohmatsu & Deloitte LLP Deutsche Bank Securities Inc. Ernst & Young Evercore Partners Inc. Goldman Sachs Group Inc. Goldman, Sachs & Co. Honigman Miller Schwartz and Cohn LLP J.P. Morgan & Co. Inc. JPMorgan Chase & Co Jenner & Block LLP Jones Day Kirkland & Ellis LLP KPMG LLP Merrill Lynch & Co., Inc. Merrill Lynch International Limited Merrill Lynch, Pierce, Fenner & Smith Incorporated Morgan Stanley & Co. Incorporated Osler, Hoskin & Harcourt LLP Price Waterhouse Coopers Richards, Layton & Finger Stewart McKelvey Stirling Scales Weil, Gotshal & Manges LLP White & Case, L.L.P. </p>

Major Customers	<p>AMERCO Avis Budget Group, Inc. Barloworld Ltd. BMW Group Brunswick Corp. Coachmen Industries Inc. Delphi Corp. GMAC LLC Imperial Holdings Ltd. Residential Capital LLC Sonic Automotive Inc. The Hertz Corporation XM Satellite Radio, Inc.</p>
Top 100 Suppliers	<p>Aisin Seiki Co Ltd. Allison Transmission Inc. American Axle & Mfg Holdings Inc. Android Industries-Delta Township Arvinmeritor Inc. Ballard Power Systems Inc. Behr GmbH & Co. Borg Warner Inc. Bosch, Robert Stiftung GmbH Bose Corp. Bridgestone Corp. Dana Holding Corp. Delphi Corp. Denso Corp. Eaton Corp. Getrag Getriebe-Und Zahnradfabrik GKN Plc Goodyear Tire & Rubber Co. Guardian Industries Corp. Hayes Lemmerz International Inc. Hella Kgaa Hueck & Co. Hitachi Ltd. Illinois Tool Works Inc. International Automotive Components Johnson Controls Inc. Key Safety Systems Inc. Kohlberg & Co LLC L&W Inc. Lear Corp. Martinrea International Inc. Morgan, JP Chase & Co Nyx Inc. Peugeot SA Remy International Inc. Renco Group Inc. Sanluis Corporacion SA De Cv Schaeffler Kg Sumitomo Electric Industries Ltd. Textron Inc. TI Automotive Ltd. Timken Co. Inc. Tomkins Plc Total SA Toyota Industries Corp. TRW Automotive Holdings Corp. Valeo Visteon Corp. Windsor Mold Inc. Yazaki Corp. Yorozu Corp. Zeppelin-Stiftung</p>
Strategic Alliances	<p>Apollo Tyres Ltd. Applied Intellectual Capital Carnegie Mellon University</p>

Strategic Alliances (continued)	<p>Daimler AG Duke Energy Corp. Ford Motor Co. Freudenberg-NOK General Partnership GAZ Group GMAC LLC HSBC Finance Corp. HSBC Financial Corp Ltd. Nicholas Financial Inc. Ontario Power Generation Inc. Rockwood Holdings Inc. Segway, Inc. SK Telecom Co. Ltd. State Grid Corporation of China</p>
Unions/Non-Debtor Parties to Collective Bargaining Agreements	<p>IAM IBEW International Association of Machinists International Brotherhood of Electrical Workers</p>
Major Litigation Claimants	<p>Amico Barnevik Bryant California Attorney General Stanley Zieleski</p>
Professionals Retained by Significant Creditor Groups	<p>Brown Rudnick Cadwalader Wickersham and Taft LLP Haynes & Boone LLP Houlihan Lokey Lazard Ltd. Morgan, Lewis & Bockius Otterbourg, Steindler, Houston & Rosen, P.C. Paul, Weiss, Rifkind, Wharton & Garrison LLP Rothschild LLP Simpson Thacher & Bartlett LLP Skadden, Arps, Slate, Meagher & Flom LLP Sonnenschein Nath & Rosenthal LLP</p>
Entities in which GM owns an equity interest (This list is based on the investments included in the Capital IQ Report, and the organizational charts provided by GM.	
Asia Pacific	<p>General Motors (China) Investment Company Ltd. General Motors Daewoo Auto And Technology CIS General Motors Powertrain (Thailand) GM Daewoo Auto & Technology Company</p>
Latin America, Africa, and Middle East	<p>Boco (Proprietary) Limited General Motors Do Brasil LTDA.</p>
Europe	<p>Adam Opel GmbH Caterpillar Logistics LLC General Motors Asset Management Limited GM Europe A.G.</p>
North America – Dealerships	<p>GMAC Auto Lease Purchase Corporation</p>
North America – Joint Ventures	<p>Aerovironment, Inc. Electric Scientific, Inc. General Motors De Mexico, S. De R.L. De C.V. GMAC Holding S.A. De C.V. New Cure, Inc. New United Motor Manufacturing, Inc. United Online, Inc. XM Satellite Radio Holdings Inc.</p>
North America – Operating Entities	<p>General Motors Investment Management Corporation General Motors Of Canada Limited GMAC Auto Lease Payment Corp.</p>

North America – Operating Entities (continued)	GMAC LLC GMAM Real Estate I, LLC
Miscellaneous	GMAC GMAC Banque GMACCommercial Credit (Holdings) Limited OnStar, LLC

Exhibit B

Hearing Date and Time: August 18, 2009 at 9:45 a.m. (Eastern Time)
Objection Deadline: August 13, 2009 at 4:00 p.m. (Eastern Time)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	Chapter 11 Case No.:
	:	
MOTORS LIQUIDATION COMPANY, et al.	:	09-50026 (REG)
f/k/a General Motors Corp., et al.	:	
	:	
Debtors.	:	(Jointly Administered)
-----	X	

**ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF FTI CONSULTING, INC., AS FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, EFFECTIVE AS OF JUNE 3, 2009**

Upon the application (the “**Application**”) of the Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the chapter 11 cases of the above-captioned debtors and debtors-in-possession herein (the “**Debtors**”), for entry of an order, pursuant to sections 328, 1103(a) and 1103(b) of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532, as amended (the “**Bankruptcy Code**”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2014-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”), authorizing the retention and employment of FTI Consulting, Inc. (together with its wholly owned subsidiaries, agents, independent contractors and employees “**FTI**”) as financial advisor to the Committee *nunc pro tunc* to June 3, 2009, and upon the Declaration of Michael Eisenband (the “**Eisenband Declaration**”); and the Court being satisfied, based upon the representations made in the Application and the Eisenband Declaration, that such financial advisor represents no interest adverse to the Debtors’ estates or their creditors with respect to the matters upon which FTI is to

be engaged, that FTI is a disinterested person as that term is defined under section 101(14) of the Bankruptcy Code, and that FTI's employment is necessary and in the best interests of the Debtors' estates and their creditors; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and after due deliberation thereon, and good and sufficient cause appearing therefore, it is hereby

ORDERED that the Application is granted and approved in all respects; and it is further

ORDERED that the capitalized terms not defined herein shall have the meanings ascribed to them in the Application; and it is further

ORDERED that, pursuant to sections 328, 1103(a) and 1103(b) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Bankruptcy Rule 2014-1, the Committee is hereby authorized to employ FTI as its financial advisor, in accordance with the terms set forth in the Application, *nunc pro tunc* to June 3, 2009; and it is further

ORDERED that FTI's Monthly Fixed Fee and Completion Fee shall be subject to the standard of review provided in section 328(a) of the Bankruptcy Code except as noted below; and it is further

ORDERED that notwithstanding the foregoing, the United States Trustee shall retain the right to object to the Hourly Compensation, Monthly Fixed Fee and the Completion Fee based on the reasonableness standard provided for in Bankruptcy Code section 330; and it is further

ORDERED, that the Debtors and their estates shall be bound by the following indemnification provision:

FTI and its affiliates, and their respective past, present and future directors, officers, shareholders, employees, agents and controlling persons (the "**Indemnified Parties**"), shall be indemnified and held harmless by the Debtors to the fullest extent lawful, from and against any and all losses, claims, damages or liabilities (or actions in respect thereof), joint or several, arising out of or related to the Engagement, any actions

taken or omitted to be taken by an indemnified party in connection with FTI's provision of services to the Committee, or any transaction or proposed transaction contemplated thereby. In addition, the Indemnified Parties shall be reimbursed for any legal or other expenses reasonably incurred by them in respect thereof at the time such expenses are incurred; provided, however, that the Debtors shall have no liability under the foregoing indemnity and reimbursement agreement for any loss, claim, damage or liability which is finally judicially determined to have resulted primarily from the willful misconduct, gross negligence, bad faith or self-dealing of any Indemnified Party,

and it is further

ORDERED that for the periods covered by the Monthly Fixed Fee, FTI shall only be required to, maintain time records for services rendered, in half hour increments.

Dated: New York, New York
August ___, 2009

HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE